



GENERAL ASSEMBLY

COMMONWEALTH OF KENTUCKY

2010 REGULAR SESSION

SENATE BILL NO. 151

AS ENACTED

MONDAY, MARCH 29, 2010

RECEIVED AND FILED
DATE April 13, 2010
1:55 pm

TREY GRAYSON
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY
BY R. Allen

AN ACT relating to business entities.

Be it enacted by the General Assembly of the Commonwealth of Kentucky:

1 ➔SECTION 1. KRS CHAPTER 14A IS ESTABLISHED, SUBCHAPTER 1 OF
2 KRS CHAPTER 14A IS ESTABLISHED, AND A NEW SECTION THEREOF IS
3 CREATED TO READ AS FOLLOWS:

4 *This chapter shall be known and may be cited as the Kentucky Business Entity Filing*
5 *Act.*

6 ➔SECTION 2. A NEW SECTION OF SUBCHAPTER 1 OF KRS CHAPTER
7 14A IS CREATED TO READ AS FOLLOWS:

8 *Each entity and each foreign entity is subject to the provisions of this chapter.*

9 ➔SECTION 3. A NEW SECTION OF SUBCHAPTER 1 OF KRS CHAPTER
10 14A IS CREATED TO READ AS FOLLOWS:

11 *The Secretary of State shall have the power reasonably necessary to perform the duties*
12 *required by this chapter.*

13 ➔SECTION 4. A NEW SECTION OF SUBCHAPTER 1 OF KRS CHAPTER
14 14A IS CREATED TO READ AS FOLLOWS:

15 *(1) The Secretary of State may propound to any entity or foreign entity that the*
16 *Secretary of State has reason to believe is subject of the provisions of this chapter,*
17 *and to any authorized representative thereof including a registered agent, such*
18 *written interrogatories as may be necessary and proper to enable the Secretary of*
19 *State to ascertain whether the entity or foreign entity is subject to the provisions*
20 *of this chapter applicable to it and is in compliance therewith. The interrogatories*
21 *shall be answered within thirty (30) days after the mailing thereof, or within such*
22 *additional time as may be fixed by the Secretary of State, and the answers thereto*
23 *shall be full and complete and shall be made in writing and under oath.*
24 *Interrogatories directed to an individual shall be answered by the individual.*
25 *Interrogatories directed to an entity or a foreign entity shall be answered by a*

person with the authority, pursuant to the organic law governing the entity or foreign entity, to bind the entity or foreign entity.

(2) The Secretary of State may take such action as is deemed appropriate, including a referral to the Attorney General, when the interrogatories and the answers thereto disclose a violation of any of the provisions of this chapter or of the organic law governing an entity or foreign entity.

→SECTION 5. A NEW SECTION OF SUBCHAPTER 1 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) If an entity or foreign entity fails or refuses to answer truthfully and fully within the time prescribed to any interrogatories propounded by the Secretary of State, the Secretary of State may with respect to that entity initiate its administrative dissolution or, with respect to a foreign entity qualified to transact business in Kentucky, revoke its certificate of authority.

(2) Each person who fails or refuses within the time prescribed to truthfully and fully answer interrogatories propounded to an entity or a foreign entity shall be guilty of a misdemeanor punishable by a fine not to exceed one hundred dollars (\$100).

(3) Further, an action may be initiated in Franklin Circuit Court by the Secretary of State or the Attorney General against any domestic or foreign entity in furtherance of subsection (1) of Section 4 of this Act.

→SECTION 6. A NEW SECTION OF SUBCHAPTER 1 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

Interrogatories propounded by the Secretary of State and the answers thereto shall not be open to public inspection, nor shall the Secretary of State disclose any facts or information described therefrom except insofar as the Secretary of State's official duty may require the same to be made public or in the event the interrogatories or the answers thereto are required as evidence in any criminal proceeding or in any other action or proceeding by this state.

1 ➔SECTION 7. A NEW SECTION OF SUBCHAPTER 1 OF KRS CHAPTER
2 14A IS CREATED TO READ AS FOLLOWS:

3 *As used in this chapter, unless the context otherwise requires:*

4 *(1) "Business" includes every trade, occupation, and profession;*

5 *(2) "Corporation" means a business corporation governed as to its internal affairs*
6 *by KRS Chapter 271B, a cooperative or association governed as to its internal*
7 *affairs by KRS Chapter 272, a nonprofit corporation governed as to its internal*
8 *affairs by KRS Chapter 273, and a rural electric or rural telephone cooperative*
9 *corporation governed as to its internal affairs by KRS Chapter 279;*

10 *(3) "Business trust" means a business trust governed as to its internal affairs by*
11 *KRS Chapter 386;*

12 *(4) "Debtor in bankruptcy" means a person who is the subject of:*

13 *(a) An order for relief under Title 11 of the United States Code or a comparable*
14 *order under a successor statute of general application; or*

15 *(b) A comparable order under federal, state, or foreign law governing*
16 *insolvency;*

17 *(5) "Deliver" or "delivery" means any method of delivery used in conventional*
18 *commercial practice, including delivery by hand, mail, commercial delivery, and*
19 *electronic transmission;*

20 *(6) "Electronic transmission" or "electronically transmitted" means any process of*
21 *communication not directly involving the physical transfer of paper that is*
22 *suitable for the retention, retrieval, and reproduction of information by the*
23 *recipient;*

24 *(7) "Entity" means a corporation, business trust, partnership, limited partnership, or*
25 *limited liability company, governed as to its internal affairs by the laws of the*
26 *Commonwealth of Kentucky;*

27 *(8) "Foreign business trust" means a business or statutory trust not governed as to*

1 its internal affairs by KRS Chapter 386;

2 (9) "Foreign corporation" means a corporation as defined in subsection (2) of this
 3 section that is not:

4 (a) Organized pursuant to the laws of the Commonwealth of Kentucky; or

5 (b) As to its internal affairs, governed by the laws of the Commonwealth of
 6 Kentucky;

7 (10) "Foreign entity" means a corporation, not-for-profit corporation, cooperative,
 8 association, business or statutory trust, partnership, limited partnership, or
 9 limited liability company not:

10 (a) Organized pursuant to the laws of the Commonwealth of Kentucky; or

11 (b) As to its internal affairs, governed by the laws of the Commonwealth of
 12 Kentucky;

13 (11) "Foreign limited liability partnership" means a partnership that:

14 (a) Is formed under laws other than the laws of this Commonwealth; and

15 (b) Has the status of a limited liability partnership under those laws;

16 (12) "Foreign professional service corporation" has the same meaning as in KRS
 17 274.005;

18 (13) "Foreign rural electric cooperative" means a rural electric cooperative organized
 19 otherwise than under KRS 279.010 to 279.210;

20 (14) "Foreign rural telephone cooperative" means a rural telephone cooperative
 21 organized otherwise than under KRS 279.310 to 279.990 excepting 279.570;

22 (15) "Limited liability company" has the same meaning as in KRS 275.015;

23 (16) "Limited liability partnership" means a partnership that has filed a statement of
 24 qualification under Section 98 of this Act or a registration as a registered limited
 25 liability partnership under KRS 362.555 and does not have a similar statement of
 26 registration in effect in any other jurisdiction;

27 (17) "Name of record with the Secretary of State" means any real, fictitious, reserved,

- 1 registered, or assumed name of an entity or foreign entity;
- 2 (18) "Nonprofit corporation," other than in the term "foreign nonprofit corporation,"
3 means a nonprofit corporation incorporated pursuant to and governed as to its
4 internal affairs by KRS Chapter 273 or predecessor law;
- 5 (19) "Organic act" means the law of a state or other jurisdiction governing the
6 organization and internal affairs of an entity or foreign entity;
- 7 (20) "Organized" means organized, incorporated, or formed;
- 8 (21) "Organizational filing" means a filing made with the Secretary of State as a
9 precondition to the formation, organization, or incorporation of an entity,
10 including articles of incorporation, articles of organization, and certificates of
11 limited partnership. A statement of qualification filed pursuant to KRS 362.1-
12 1101 or a registration as a limited liability partnership filed pursuant to Section
13 112 of this Act is not an organizational filing;
- 14 (22) "Partnership" means an association of two (2) or more persons to carry on as co-
15 owners a business for profit formed under KRS 362.1-202, predecessor law, or
16 comparable law of another jurisdiction;
- 17 (23) "Partnership agreement" means the agreement, whether written, oral, or
18 implied, among the partners concerning the partnership, including amendments
19 to the partnership agreement;
- 20 (24) "Person" means an individual, an entity, a foreign entity, or any other legal or
21 commercial entity;
- 22 (25) "Principal office" means the address required by this chapter or the organic act
23 to be of record with the Secretary of State as the principal office, the principal
24 place of business address, the designated office of a limited partnership, or the
25 chief executive office of a limited liability partnership;
- 26 (26) "Professional service corporation" has the same meaning as in KRS 274.005;
- 27 (27) "Professional services" means the personal services rendered by physicians,

osteopaths, optometrists, podiatrists, chiropractors, dentists, nurses, pharmacists, psychologists, occupational therapists, veterinarians, engineers, architects, landscape architects, certified public accountants, public accountants, physical therapists, and attorneys;

(28) "Property" means all property, real, personal, or mixed, tangible or intangible, or any interest therein;

(29) "Qualified person" has the same meaning as in KRS 274.005;

(30) "Registered agent" means a registered agent appointed in accordance with Section 28 of this Act or predecessor law, and is synonymous with agent for service of process;

(31) "Regulatory board" means the agency that is charged by law with the licensing and regulation of the practice of the profession which the professional partnership is organized to provide;

(32) "Rural electric cooperative" means a rural electric cooperative governed as to its internal affairs by KRS 279.010 to 279.210;

(33) "Rural telephone cooperative" means a rural telephone cooperative governed as to its internal affairs by 279.310 to 279.990 excepting 279.570;

(34) "Sign" or "signature" includes any manual, facsimile, conformed, or electronic signature; and

(35) "State" means a state of the United States, the District of Columbia, the Commonwealth of Puerto Rico, or any territory or insular possession subject to the jurisdiction of the United States.

→SECTION 8. SUBCHAPTER 2 OF KRS CHAPTER 14A IS ESTABLISHED
AND A NEW SECTION THEREOF IS CREATED TO READ AS FOLLOWS:

(1) A document shall satisfy the requirements of this section, and of any other section that adds to or varies these requirements, to be entitled to filing by the Secretary of State.

- 1 (2) This chapter shall require or permit filing a document in the office of the
2 Secretary of State.
- 3 (3) A document shall contain the information required by the organic law or by this
4 chapter, and may contain other information if permitted by the organic law.
- 5 (4) A document shall be typewritten, printed, or electronically transmitted. If a
6 document is electronically transmitted, the document shall be in a format that
7 can be retrieved or reproduced in typewritten or printed form.
- 8 (5) A document shall be in the English language. A name may be in a language
9 other than English if written in English letters or Arabic or Roman numerals. A
10 document not in English shall be accompanied by an English translation
11 reasonably authenticated to the satisfaction of the Secretary of State.
- 12 (6) A document shall be executed in the manner set forth in Section 9 of this Act.
- 13 (7) The person executing the document shall sign it and state beneath or opposite the
14 signature the person's name and the capacity in which the document is signed.
15 The document may but need not contain:
 - 16 (a) A seal of the entity or foreign entity;
 - 17 (b) An attestation, acknowledgment, or verification; or
 - 18 (c) A statement regarding the preparer of the document which complies with
19 subsection (1) of Section 113 of this Act.
- 20 (8) If the Secretary of State has prescribed a mandatory form for a document, it shall
21 be in or on the prescribed form.
- 22 (9) A document shall be delivered to the office of the Secretary of State for filing.
23 Delivery may be made by electronic transmission, if and to the extent permitted by
24 the Secretary of State. If the document is filed in typewritten or printed form and
25 not transmitted electronically, the Secretary of State may require that up to two
26 (2) exact or conformed copies be delivered with the document.
- 27 (10) When the document is delivered to the office of the Secretary of State for filing,

1 the correct filing fee, the organization tax, and any penalty required by this
 2 chapter or other law to be collected by the office of the Secretary of State with the
 3 document shall be paid or provision for payment shall be made in a manner
 4 permitted by the Secretary of State. The Secretary of State may accept payment of
 5 the correct amount due by check, credit card, charge card, or similar method.
 6 However, if the amount due is tendered by any method other than cash, the
 7 liability shall not be finally discharged until the Secretary of State receives final
 8 payment or credit of collectible funds. If, after five (5) days' prior written notice to
 9 the entity, foreign entity, or person who delivered a document for filing for which
 10 the filing fee was not collectible, payment of the filing fee in full is not made in
 11 immediately available funds, the Secretary of State may declare the document
 12 filed to be null and void and of no legal effect and may remove the document
 13 from the records of the Secretary of State. Written notice given pursuant to this
 14 subsection may be given by electronic communication.

15 (11) A document is delivered to the office of the Secretary of State for filing upon
 16 actual receipt. A document delivered electronically that is self-operative will be
 17 treated as received on the date of receipt. A document that is not self-operative
 18 delivered electronically or otherwise will be treated as received on the date of
 19 delivery if delivery is accomplished not later than 4:30 p.m. prevailing time in
 20 Frankfort, Kentucky or otherwise on the next business day.

21 (12) Any communication from the Secretary of State to an entity or foreign entity may
 22 be accomplished electronically. Communications to an entity may be mailed to
 23 the entity by first-class mail at its principal office address.

24 ➔SECTION 9. A NEW SECTION OF SUBCHAPTER 2 OF KRS CHAPTER
 25 14A IS CREATED TO READ AS FOLLOWS:

26 (1) A document delivered to the Secretary of State for filing shall be executed as
 27 follows:

1 (a) If delivered by or on behalf of a corporation or foreign corporation, by:

2 1. The chairman of its board of directors, by its president, or by another
 3 of its officers;

4 2. A duly authorized representative; or

5 3. If the directors have not been selected or the corporation has not been
 6 formed, by its incorporator;

7 (b) If delivered by or on behalf of a limited liability company or foreign limited
 8 liability company, by:

9 1. A manager, if management of the limited liability company or foreign
 10 limited liability company is reserved to one (1) or more managers;

11 2. A member, if management of the limited liability company or foreign
 12 limited liability company is reserved to the members;

13 3. A duly authorized representative; or

14 4. If the limited liability company or foreign limited liability company
 15 has not been formed, by its organizer;

16 (c) If delivered by or on behalf of a limited partnership or foreign limited
 17 partnership, by at least one (1) general partner;

18 (d) If delivered by or on behalf of a business trust or foreign business trust, by
 19 at least one (1) trustee;

20 (e) If delivered by or on behalf of a partnership, by at least two (2) partners;

21 (f) If delivered by or on behalf of any other entity or foreign entity, by a person
 22 certifying the authority and capacity to execute and deliver the document;
 23 or

24 (g) If the entity or foreign entity is in the hands of a receiver, trustee, or other
 25 court-appointed fiduciary, by that fiduciary.

26 (2) This section relates exclusively to execution of documents delivered for filing to
 27 the Secretary of State, and shall not control as to the execution of other

1 documents of an entity or foreign entity.

2 ➔SECTION 10. A NEW SECTION OF SUBCHAPTER 2 OF KRS CHAPTER
3 14A IS CREATED TO READ AS FOLLOWS:

4 (1) A person who executes a document with intent that the document be delivered to
5 the Secretary of State for filing shall be deemed to have declared under penalty of
6 perjury that to that person's knowledge the contents of the document are true.

7 (2) An offense under this section shall be a misdemeanor punishable by a fine not to
8 exceed one hundred dollars (\$100).

9 ➔SECTION 11. A NEW SECTION OF SUBCHAPTER 2 OF KRS CHAPTER
10 14A IS CREATED TO READ AS FOLLOWS:

11 (1) Except as provided in subsection (2) of this section, one (1) exact or conformed
12 copy of each of the following documents shall be filed with the county clerk of the
13 county in which the entity or foreign entity maintains its registered office:

14 (a) Articles of incorporation and all amendments thereto;

15 (b) Articles of organization and all amendments thereto;

16 (c) Certificate of limited partnership and all amendments thereto;

17 (d) Declaration of trust for a business trust and all amendments thereto;

18 (e) Application for a certificate of authority;

19 (f) Amendment to a certificate of authority;

20 (g) Withdrawal of a certificate of authority;

21 (h) Articles of merger;

22 (i) A statement of change of principal office address filed pursuant to Section
23 33 of this Act or predecessor law; and

24 (j) A statement of change of registered office or registered agent or both filed
25 pursuant to Section 29 of this Act or predecessor law.

26 (2) The articles of incorporation of a rural electric cooperative or a rural telephone
27 cooperative, all amendments thereto, and all articles of merger involving a rural

electric cooperative or rural telephone cooperative shall be filed with the county clerk in which is maintained the principal office address.

(3) Annual reports filed with the Secretary of State pursuant to Section 34 of this Act or predecessor law need not be filed with the county clerk.

(4) The county clerk shall receive a fee as provided in Section 49 of this Act for each filing made pursuant to subsection (1) or (2) of this section.

(5) The county clerk shall receive a fee pursuant to Section 49 of this Act for recording and issuing reports, articles, and statements pertaining to an entity or foreign entity.

→SECTION 12. A NEW SECTION OF SUBCHAPTER 2 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) The Secretary of State may prescribe and furnish on request forms for:

(a) An application for a certificate of existence;

(b) An application for a certificate of authority;

(c) An amended application for a certificate of authority;

(d) A certificate of withdrawal;

(e) A change of registered office, registered agent, or both;

(f) A change of principal address;

(g) An application for a reserved name;

(h) The renewal of a reserved name;

(i) The transfer of a reserved name;

(j) The annual report; and

(k) An amendment to the annual report.

(2) If the Secretary of State so requires, the use of some or all forms listed in subsection (1) shall be mandatory.

(3) The Secretary of State may prescribe and furnish on request forms for other documents required or permitted to be filed by this chapter, but their use shall not

be mandatory.

➔SECTION 13. A NEW SECTION OF SUBCHAPTER 2 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) The Secretary of State shall collect the following fees when the documents described in this subsection are delivered for filing:

(a) Application for use of indistinguishable name\$ 20

(b) Application or renewal of application for reserved name\$ 15

(c) Cancellation of application for reserved name\$ 10

(d) Notice of transfer of reserved name\$ 15

(e) Application for registered name\$ 36

(f) Application for renewal of registered name\$ 36

(g) Statement of change of registered office or registered agent, or both\$ 10

(h) Statement of change of principal office address\$ 10

(i) Agent's statement of change of registered office for each affected

entity or foreign entity\$ 10

not to exceed a total of\$2,000

(j) Reinstatement penalty following administrative dissolution\$ 100

(k) Application for certificate of authority\$ 90

(l) Application for amended certificate of authority\$ 40

(m) Certificate of withdrawal\$ 40

(n) Certificate of existence\$ 10

(o) Certificate of authorization\$ 10

(p) Any other document required or permitted to be filed by this chapter\$ 15

(q) Agent's statement of resignationNo fee

(r) Certificate of administrative dissolutionNo fee

(s) Certificate of reinstatementNo fee

(t) Certificate of revocation of authority to transact businessNo fee

(2) The Secretary of State shall collect a fee of fifteen dollars (\$15) with respect to each annual report or amendment thereto.

(3) The Secretary of State shall collect a fee of ten dollars (\$10) each time process is served on him or her under this chapter. The party to a proceeding causing service of process shall be entitled to recover this fee as costs if he prevails in the proceeding.

(4) The Secretary of State shall collect the following fees for copying and certifying the copy of any filed document relating to a domestic or foreign entity:

(a) Five dollars (\$5) per request for the first five (5) pages and fifty cents (\$0.50) a page for each page thereafter; and

(b) Five dollars (\$5) for the certificate.

➔SECTION 14. A NEW SECTION OF SUBCHAPTER 2 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) Except as provided in subsection (2) of this section and subsection (3) of Section 16 of this Act, a document delivered to the Secretary of State for filing shall be effective:

(a) On the date and at the time of filing, as evidenced by such means as the Secretary of State may use for the purpose of recording the date and time of filing; or

(b) At the time specified in the document as its effective time on the date it is effective.

(2) A document may specify a delayed effective time and date, and if it does so the document shall become effective at the time and date specified. If a delayed effective date but no time is specified, the document shall be effective as of 5 p.m. prevailing time in Frankfort, Kentucky, on that date. A delayed effective date for a document may not be later than the ninetieth day after the date it is filed; a document delivered for filing with a delayed effective date more than ninety (90)

days after the date of filing will be effective on the ninetieth day thereafter. A document cannot have an effective time or date preceding the document's filing by the Secretary of State.

(3) A document filed by the Secretary of State shall be effective regardless of a failure to file the document with the county clerk pursuant to Section 11 of this Act.

→SECTION 15. A NEW SECTION OF SUBCHAPTER 2 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) The parties to a document having a delayed effective date, time, or both may withdraw the filing before it takes effect.

(2) To withdraw a document the parties shall deliver a statement of withdrawal to the Secretary of State for filing.

(3) A statement of withdrawal shall:

(a) Be signed on behalf of each party to the action or transaction contemplated by the initial document in accordance with Section 9 of this Act;

(b) State the nature of the document to be withdrawn, the date of the filing, and the parties to the filing; and

(c) State that the document has been withdrawn in accordance with the agreement of the parties.

(4) From the filing by the Secretary of State of a statement of withdrawal, the action or transaction evidenced by the original filing shall not take effect.

(5) A statement of withdrawal shall be accompanied by a filing fee equal to that of the filed document that is being withdrawn.

→SECTION 16. A NEW SECTION OF SUBCHAPTER 2 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) An entity or foreign entity may correct a document filed by a Secretary of State if:

(a) The document contains an inaccuracy;

(b) The document was defectively executed, attested, sealed, verified, or acknowledged; or

(c) Electronic transmission of the document to the Secretary of State was defective.

(2) A document is corrected by:

(a) Preparing articles of correction that:

1. Describe the document, including its filing date, or attach a copy of it to the articles of correction;

2. Specify the inaccuracy or defect to be corrected; and

3. Correct the inaccuracy or defect; and

(b) Delivering the articles of correction to the Secretary of State for filing.

(3) Articles of correction shall be effective on the effective date of the document they correct except as to persons relying on the uncorrected document adversely affected by the correction. As to those persons, articles of correction shall be effective when filed.

➔SECTION 17. A NEW SECTION OF SUBCHAPTER 2 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) If a document delivered to the office of the Secretary of State for filing satisfies the requirements of this chapter and applicable organic law, the Secretary of State shall file it.

(2) The Secretary of State files a document by recording it as filed as provided in subsection (1)(a) of Section 14 of this Act.

(3) After filing a document, the Secretary of State shall deliver to the entity or foreign entity or to the person delivering the document for filing or to another person as identified in writing a copy of the document with an acknowledgment of the time and date of filing.

(4) If the Secretary of State refuses to file a document, the Secretary of State shall

return it to the filer within five (5) days after the document was delivered, together with a brief, written explanation of the reason for the refusal.

(5) The Secretary of State's delivery of an acknowledgment of filing, an explanation for the reason a document was not filed, or other communication as to a document filed or delivered for filing may be accomplished electronically.

(6) The Secretary of State's duty to file documents under this section shall be ministerial. The filing or refusal to file a document shall not:

(a) Affect the validity or invalidity of the document in whole or part;

(b) Relate to the correctness or incorrectness of information contained in the document; or

(c) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.

→SECTION 18. A NEW SECTION OF SUBCHAPTER 2 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) If the Secretary of State refuses to file a document delivered for filing, the entity, foreign entity, or other person making the delivery for filing may appeal the refusal to the Franklin Circuit Court. The appeal shall be commenced by petitioning the court to compel filing the document and by attaching to the petition the document as delivered for filing and the Secretary of State's explanation of the refusal to file.

(2) The court may summarily order the Secretary of State to file the document or take other action the court considers appropriate.

(3) The court's final decision may be appealed as in other civil proceedings.

→SECTION 19. A NEW SECTION OF SUBCHAPTER 2 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) A certificate from the Secretary of State delivered with a copy of the document filed by the Secretary of State shall be conclusive evidence that the original

document is on file with the Secretary of State.

(2) The certificate shall bear the signature of the Secretary of State, which may be in facsimile, and the seal of the Commonwealth.

(3) The only obligation of the Secretary of State is to certify that a document is of record, and the Secretary of State is not obligated to certify as to the accuracy of any fact set forth in a document of record.

→SECTION 20. A NEW SECTION OF SUBCHAPTER 2 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) Anyone may apply to the Secretary of State to furnish a certificate of existence for an entity.

(2) A certificate of existence shall set forth:

(a) The entity's real name;

(b) That the entity was duly organized under the laws of this Commonwealth, the date of its organization, and the period of its duration if less than perpetual;

(c) That no articles of dissolution, statement of cancellation, or document of similar import is effective;

(d) That all fees, taxes, and penalties owed to this state have been paid, if:

1. Payment is reflected in the records of the Secretary of State; and

2. Nonpayment affects the existence of the entity;

(e) That its most recent annual report required by Section 34 of this Act or predecessor law has been filed by the Secretary of State; and

(f) Subject to subsection (3) of Section 19 of this Act, other facts of record in the office of the Secretary of State that may be requested by the applicant.

(3) Subject to any qualification stated in the certificate, a certificate of existence issued by the Secretary of State may be relied upon as conclusive evidence that the entity is in existence.

1 (4) This section shall not apply to:

2 (a) Partnerships organized pursuant to KRS Chapter 362 or 362.1;

3 (b) Limited partnerships other than those subject to KRS Chapter 362.2; or

4 (c) Business trusts.

5 ➔SECTION 21. A NEW SECTION OF SUBCHAPTER 2 OF KRS CHAPTER
6 14A IS CREATED TO READ AS FOLLOWS:

7 (1) Anyone may apply to the Secretary of State to furnish a certificate of
8 authorization for a foreign entity.

9 (2) A certificate of authorization shall set forth:

10 (a) The foreign entity's real name and, if applicable, its fictitious name as
11 adopted for use in this Commonwealth;

12 (b) That the foreign entity is authorized to transact business in this
13 Commonwealth;

14 (c) That all fees, taxes, and penalties owed to this Commonwealth have been
15 paid, if:

16 1. Payment is reflected in the records of the Secretary of State; and

17 2. Nonpayment affects the authorization of the foreign entity to transact
18 business in this Commonwealth;

19 (d) That its most recent annual report required by Section 34 of this Act or
20 predecessor law has been filed by the Secretary of State;

21 (e) That no certificate of withdrawal or document of similar import under prior
22 law has been filed; and

23 (f) Other facts of record in the office of the Secretary of State that may be
24 requested by the applicant.

25 (3) Subject to any qualification stated in the certificate, a certificate of authorization
26 issued by the Secretary of State may be relied upon as conclusive evidence that
27 the foreign entity is authorized to transact business in this Commonwealth.

1 (4) This section shall not apply to:

2 (a) A foreign partnership; or

3 (b) A foreign rural telephone cooperative or foreign rural electric cooperative
 4 not obligated to qualify to transact business by filing an application for a
 5 certificate of authority or document of similar import with the Secretary of
 6 State.

7 ➔SECTION 22. A NEW SECTION OF SUBCHAPTER 2 OF KRS CHAPTER
 8 14A IS CREATED TO READ AS FOLLOWS:

9 In addition to a certificate of existence and a certificate of authorization issued
 10 pursuant to Sections 20 and 21 of this Act, the Secretary of State, subject to subsection
 11 (3) of Section 19 of this Act, may issue additional certificates as the Secretary of State
 12 shall determine to be appropriate.

13 ➔SECTION 23. SUBCHAPTER 3 OF KRS CHAPTER 14A IS ESTABLISHED
 14 AND A NEW SECTION THEREOF IS CREATED TO READ AS FOLLOWS:

15 (1) Except as authorized by subsections (14) and (15) of this section, the real name of
 16 an entity or foreign entity shall be distinguishable from any name of record with
 17 the Secretary of State.

18 (2) The real name of a corporation or nonprofit corporation shall:

19 (a) 1. Contain the word "corporation," "company," or "limited" or the
 20 abbreviation "Corp.," "Inc.," "Co.," or "Ltd." or words or
 21 abbreviations of like import in another language, provided, however,
 22 that if a nonprofit corporation's name includes the word "company"
 23 or the abbreviation "Co.," it may not be immediately preceded by the
 24 word "and" or the abbreviation "&"; or

25 2. If a professional service corporation, shall contain the words
 26 "professional service corporation" or the abbreviation "P.S.C."; and

27 (b) Shall not contain language stating or implying that the corporation is

1 organized for a purpose other than that permitted by its organic act and its
 2 articles of incorporation.

3 (3) The real name of a limited liability company shall contain the phrase "limited
 4 liability company" or "limited company" or the abbreviation "LLC" or "LC,"
 5 provided, however, if the company is a professional limited liability company the
 6 name shall contain the phrase "professional limited liability company" or
 7 "professional limited company" or the abbreviation "PLLC" or "PLC." In the
 8 name of either a limited liability company or a professional limited liability
 9 company, the word "limited" may be abbreviated as "Ltd." and the word
 10 "Company" may be abbreviated as "Co."

11 (4) The real name of a limited liability partnership registered pursuant to Section
 12 112 of this Act shall contain the phrase "Registered Limited Liability
 13 Partnership" or the abbreviation "LLP" as the last words or letters of its name.

14 (5) The real name of a partnership subject to KRS 362.1-101 to 362.1-1205, the
 15 "Kentucky Revised Uniform Partnership Act (2006)":

16 (a) Shall not contain the word "corporation" or "incorporated" or the
 17 abbreviation "Corp." or "Inc."; and

18 (b) May contain the word "limited" or the abbreviation "Ltd." only if the
 19 partnership has filed a statement of qualification.

20 (6) The real name of a limited liability partnership that has filed a statement of
 21 qualification pursuant to Section 98 of this Act shall end with the phrase
 22 "Registered Limited Liability Partnership" or "Limited Liability Partnership" or
 23 the abbreviation "R.L.L.P.," "L.L.P.," "RLLP," or "LLP."

24 (7) The real name of a limited partnership subject to KRS 362.401 to 362.525, the
 25 "Kentucky Revised Uniform Limited Partnership Act (2006)," shall:

26 (a) Contain the word "Limited" or the abbreviation "Ltd." unless the limited
 27 partnership was formed under any statute of the Commonwealth prior to

1 the adoption of the Kentucky Revised Uniform Limited Partnership Act;
 2 and

3 (b) Not contain the name of a limited partner unless:

4 1. That name is also the name of a general partner; or

5 2. The business of the limited partnership had been carried on under
 6 that name before the admission of that limited partner.

7 (8) The real name of a limited partnership subject to KRS 362.2-102 to 362.2-1207,
 8 the "Kentucky Uniform Limited Partnership Act (2006)," that is not a limited
 9 liability limited partnership may contain the name of any partner and shall:

10 (a) Contain the phrase "limited partnership" or "limited" or the abbreviation
 11 "L.P.," "LP," or "Ltd."; and

12 (b) Not contain the phrase "limited liability limited partnership" or the
 13 abbreviation "L.L.L.P." or "LLLP."

14 (9) The real name of a limited partnership subject to KRS 362.2-102 to 362.2-1207,
 15 the "Kentucky Uniform Limited Partnership Act (2006)," that is a limited
 16 liability limited partnership may contain the name of any partner and shall:

17 (a) Contain the phrase "limited liability limited partnership" or the
 18 abbreviation "L.L.L.P." or "LLLP"; and

19 (b) Not contain only the phrase "limited partnership" or the abbreviation
 20 "L.P." or "LP."

21 (10) Subject to KRS 362.2-1204, subsections (8) and (9) of this section shall not apply
 22 to a limited partnership formed under any statute of this Commonwealth prior to
 23 July 15, 1988.

24 (11) The real name of a rural telephone cooperative corporation:

25 (a) Shall contain the word "Telephone," "Telecommunications," "Company,"
 26 or "Corporation" and the abbreviation "Inc.," unless in an affidavit made
 27 by its president or vice president, and filed with the Secretary of State, or in

an affidavit made by a person signing articles of incorporation, consolidation, merger, or conversion which relate to that cooperative, and filed, together with any such articles, with the Secretary of State, it shall appear that the cooperative desires to do business in another state and is or would be precluded therefrom by reason of the inclusion of such words or either thereof in its name; and

(b) May include the word "Cooperative."

(12) The phrase "Rural Electric Cooperative" may not be used in the name of any entity or foreign entity except for one formed under KRS Chapter 279.

(13) Except as otherwise provided in this section, the word "cooperative" may not be used in the name of any entity doing business for profit in this Commonwealth unless it has complied with the provisions of KRS 271.020 to 272.050.

(14) An entity may apply to the Secretary of State for authorization to use a name that is not distinguishable from a name of record with the Secretary of State. The Secretary of State shall authorize use of the name applied for if:

(a) The other entity consents to the use in writing and submits an undertaking in form satisfactory to the Secretary of State to change its name to a name that is distinguishable upon the records of the Secretary of State from the name of the applying entity; or

(b) The applicant delivers to the Secretary of State a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this Commonwealth.

(15) An entity may use the name, including the fictitious name, of another entity that is used in this Commonwealth if the other entity is organized or authorized to transact business in this Commonwealth, and the proposed user entity:

(a) Has merged with the other entity;

(b) Has been formed by reorganization of the other entity; or

1 (c) Has acquired all or substantially all of the assets, including the business
 2 name of the other entity.

3 (16) This chapter does not control the use of assumed names.

4 (17) The filing of articles of incorporation, articles of organization, a statement of
 5 qualification, a certificate of limited partnership, a declaration of trust, an
 6 application to transact authority in the Commonwealth, a statement of foreign
 7 qualification, a name registration, or name resurrection under the particular
 8 name shall not automatically prevent the use of that name or protect that name
 9 from use by other persons.

10 (18) The provisions of subsection (2)(a) of this section shall not affect the right of any
 11 nonprofit corporation existing on June 13, 1968, to continue the use of its name
 12 as then in effect.

13 (19) The assumption of a nonprofit corporate name in violation of this section shall
 14 not affect or vitiate the corporate existence, but the courts of this Commonwealth
 15 having equity jurisdiction may, upon the application of the Commonwealth or of
 16 any person interested or affected, enjoin such corporation from doing business
 17 under a name assumed in violation of this section, although a certificate of
 18 incorporation may have been issued.

19 (20) This section shall not apply to any domestic or foreign telephone cooperative
 20 which became subject to KRS 279.310 to 279.600 by complying with the
 21 provisions of KRS 279.470 or which does business in this Commonwealth
 22 pursuant to KRS 279.570 and which elects to retain a name which does not
 23 comply with this section.

24 (21) Nothing in this section shall limit the ability of a professional regulatory board to
 25 promulgate rules governing entities and foreign entities under its jurisdiction.

26 (22) The real name of a foreign entity will be determined according to KRS 365.015.
 27 For entities not covered by that statute, the real name of the foreign entity will be

1 the real name of the entity as so recognized in the jurisdiction of its origination.

2 ➔SECTION 24. A NEW SECTION OF SUBCHAPTER 3 OF KRS CHAPTER
3 14A IS CREATED TO READ AS FOLLOWS:

4 (1) A person may reserve the exclusive use of a name, including a fictitious name for
5 a foreign entity whose real name is not available, by delivering an application to
6 the Secretary of State for filing. The application shall set forth the real name and
7 address of the applicant and the name proposed to be reserved. If the Secretary of
8 State finds that the name applied for is distinguishable from any name of record
9 with the Secretary of State, that name shall be reserved for the applicant's
10 exclusive use for a one hundred twenty (120) day period. During the thirty (30)
11 days prior to the expiration of a reservation, the holder thereof may apply to
12 renew the reservation on such form as shall be provided by the Secretary of State.
13 The renewal shall be effective as of the expiration of the current reservation and
14 shall renew the reservation for an additional one hundred twenty (120) days from
15 the otherwise applicable expiration.

16 (2) A reserved name shall satisfy the requirements of Section 23 of this Act.

17 (3) The applicant holding a reserved name may transfer the reservation to another
18 person by delivering to the Secretary of State a signed notice of the transfer that
19 states the name and address of the transferee.

20 (4) The holder of a reserved name may cancel the reservation by delivery to the
21 Secretary of State of a notice of cancellation, executed by the applicant for whom
22 the name is reserved, that states the reserved name and its initial date of
23 reservation.

24 (5) It shall not be necessary that a foreign entity desiring to reserve a name be
25 qualified to transact business in this Commonwealth.

26 ➔SECTION 25. A NEW SECTION OF SUBCHAPTER 3 OF KRS CHAPTER
27 14A IS CREATED TO READ AS FOLLOWS:

- 1 (1) A foreign entity may register its real name, or its real name with any addition
 2 required by Section 23 of this Act, if the name is distinguishable upon the records
 3 of the Secretary of State.
- 4 (2) A foreign entity shall register its real name, or its real name with any addition
 5 required by Section 23 of this Act, by delivering to the Secretary of State for filing
 6 an application setting forth:
- 7 (a) Its real name, or its real name with any addition required by Section 23 of
 8 this Act;
- 9 (b) The state or country of its organization;
- 10 (c) Its form of organization;
- 11 (d) Its principal office address; and
- 12 (e) A brief description of the nature of the business in which it is engaged.
- 13 (3) The name shall be registered for the applicant's exclusive use upon the effective
 14 date of the application. A registration not renewed as provided in subsection (4)
 15 of this section shall expire on the next January 1.
- 16 (4) A foreign entity whose registration is effective may renew it for successive years
 17 by delivering to the Secretary of State for filing a renewal application, which
 18 complies with the requirements of subsection (2) of this section, between October
 19 1 and December 31 of the preceding year. The renewal application when filed
 20 shall renew the registration for the following calendar year.
- 21 (5) A foreign entity whose registration is effective may thereafter qualify as a foreign
 22 entity under the registered name or consent in writing to the use of that name by
 23 an entity thereafter organized under the laws of the Commonwealth or by
 24 another foreign entity thereafter authorized to transact business in this
 25 Commonwealth. The registration shall terminate when the domestic entity is
 26 organized or the foreign entity qualifies or consents to the qualification of
 27 another foreign entity under the registered name.

➔SECTION 26. A NEW SECTION OF SUBCHAPTER 3 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) If the real name of a foreign entity does not satisfy the requirements of Section 23 of this Act as would apply were the foreign entity organized in this Commonwealth, the foreign entity seeking to obtain or maintain a certificate of authority to transact business in this Commonwealth:

(a) May use a fictitious name to transact business in this Commonwealth if its real name is not distinguishable from any name of record with the Secretary of State; or

(b) May supplement its name with such identifier as would be appropriate under Section 23 of this Act were the foreign entity organized in this Commonwealth.

(2) Except as authorized by subsections (14) and (15) of Section 23 of this Act, the real or fictitious name of a foreign entity shall be distinguishable upon the records of the Secretary of State from any name of record with the Secretary of State.

(3) If a foreign entity authorized to transact business in this Commonwealth changes its real name to one that does not satisfy the requirements of Section 23 of this Act, it shall not transact business in this Commonwealth under the changed name until it adopts a fictitious name satisfying the requirements of Section 23 of this Act and obtains an amended certificate of authority in accordance with Section 43 of this Act.

➔SECTION 27. A NEW SECTION OF SUBCHAPTER 3 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

Each entity and each foreign business entity that has qualified to transact business, if transacting business under other than its real or a duly adopted fictitious name, shall comply with KRS 365.015.

1 ➔SECTION 28. SUBCHAPTER 4 OF KRS CHAPTER 14A IS ESTABLISHED
 2 AND A NEW SECTION THEREOF IS CREATED TO READ AS FOLLOWS:

3 (1) Each entity and each foreign entity qualified to transact business in this
 4 Commonwealth shall continuously maintain in this Commonwealth:

5 (a) A registered office that may be the same as any of its places of business; and

6 (b) A registered agent, who may be:

7 1. An individual who resides in this Commonwealth and whose business
 8 address is identical with the registered office; or

9 2. An entity or foreign entity qualified to transact business in this
 10 Commonwealth whose business address is identical with the registered
 11 office.

12 (2) Unless the registered agent signs the document making the appointment, the
 13 appointment of the registered agent or a successor registered agent on whom
 14 process may be given is not effective until the agent delivers a statement in
 15 writing to the Secretary of State accepting the appointment.

16 (3) Each entity and each foreign entity maintaining a registered office and agent in
 17 this Commonwealth shall provide to its registered agent and update from time to
 18 time as necessary the name, business address, and business telephone number of
 19 a natural person who is authorized to receive communications from the
 20 registered agent. Such person shall be deemed the communications contact for
 21 the entity or foreign entity. Every registered agent shall retain in paper or
 22 electronic form the information concerning the current communications contact
 23 for each entity and each foreign entity for which that registered agent serves as
 24 registered agent. If the entity or foreign entity fails to provide the registered agent
 25 with a current communications contact, the registered agent may resign as the
 26 registered agent for such entity or foreign entity.

27 (4) This section shall not apply to a domestic or foreign partnership that is not a

1 limited liability partnership.

2 (5) This section shall not apply to a limited partnership governed as to its internal
 3 affairs by the Kentucky Uniform Limited Partnership Act, KRS 362.410 to
 4 362.700.

5 (6) This section shall not apply to a rural electric cooperative or to a foreign rural
 6 electric cooperative that is not required to qualify to transact business by means
 7 of a filing with the Secretary of State.

8 (7) This section shall not apply to a rural telephone cooperative or to a foreign rural
 9 telephone cooperative that is not required to qualify to transact business by
 10 means of a filing with the Secretary of State.

11 ➔SECTION 29. A NEW SECTION OF SUBCHAPTER 4 OF KRS CHAPTER
 12 14A IS CREATED TO READ AS FOLLOWS:

13 (1) An entity or foreign entity may change its registered office or registered agent or
 14 both by delivering a statement of change to the Secretary of State for filing that
 15 sets forth:

16 (a) The name of the entity or foreign entity;

17 (b) The street address of its current registered office;

18 (c) If the current registered office is to be changed, the street address of the
 19 new registered office;

20 (d) The name of its current registered agent;

21 (e) If the current registered agent is to be changed, the name of the new
 22 registered agent and the new agent's written consent to the appointment;
 23 and

24 (f) That after the change or changes are made, the street addresses of its
 25 registered office and the business office of its registered agent will be
 26 identical.

27 (2) If a registered agent changes its business address, it shall change the street

address of the registered office of any entity or foreign entity for which it is the registered agent by notifying the entity or foreign entity in writing of the change and signing and delivering to the Secretary of State for filing a statement that complies with the requirements of subsection (1) of this section and reciting that the entity or foreign entity has been notified of the change.

(3) The change of address of the registered office or registered agent shall be effective upon filing by the Secretary of State. The appointment of a new registered agent shall be effective upon filing of the statement of change by the Secretary of State.

→SECTION 30. A NEW SECTION OF SUBCHAPTER 4 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) A registered agent may resign the appointment by signing and delivering a statement of resignation to the Secretary of State for filing that may also provide that the registered office is discontinued.

(2) After filing the statement, the Secretary of State shall mail one (1) copy to the registered office, if not discontinued, and the other copy to the entity or foreign entity at its principal office.

(3) The agency appointment shall be terminated, and the registered office discontinued, if so provided, on the earlier of:

(a) The appointment of a successor registered agent and, if applicable, registered office; or

(b) The thirty-first day after the date on which the statement of resignation was filed.

→SECTION 31. A NEW SECTION OF SUBCHAPTER 4 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) An entity's or foreign entity's registered agent shall be its agent for service of process, notice, or demand required or permitted by law to be served on the entity

1 or foreign entity.

2 (2) If an entity or foreign entity has no registered agent, or the agent cannot with
 3 reasonable diligence be served, the entity or foreign entity may be served with
 4 process, or any notice or demand may be served by registered or certified mail,
 5 return receipt requested, addressed to the entity or foreign entity at its principal
 6 office and to the attention of the person or office appropriate for giving notice to
 7 the entity or foreign entity. Service shall be perfected under this subsection at the
 8 earliest of:

9 (a) The date the entity or foreign entity receives the mail;

10 (b) The date shown on the return receipt, if signed on behalf of the entity or
 11 foreign entity; or

12 (c) Five (5) days after its deposit in the United States mail, as evidenced by the
 13 postmark, if mailed postage paid and correctly addressed.

14 (3) This section does not prescribe the only means, or necessarily the required
 15 means, of serving an entity or foreign entity.

16 ➔SECTION 32. A NEW SECTION OF SUBCHAPTER 4 OF KRS CHAPTER
 17 14A IS CREATED TO READ AS FOLLOWS:

18 The duties of a registered agent are to:

19 (1) Forward to the entity or foreign entity for which it is the registered agent any
 20 service of process, notice, or demand received on its behalf; and

21 (2) Collect and maintain the information described in subsection (3) of Section 28 of
 22 this Act.

23 ➔SECTION 33. SUBCHAPTER 5 OF KRS CHAPTER 14A IS ESTABLISHED
 24 AND A NEW SECTION THEREOF IS CREATED TO READ AS FOLLOWS:

25 (1) An entity required in its organizational filing to identify its principal office or a
 26 foreign entity qualified to transact business that changes the mailing address of
 27 its principal office shall deliver to the Secretary of State for filing, on a form

supplied by the Secretary of State, a statement of change that sets forth:

(a) The name of the entity or foreign entity;

(b) The address of its principal office prior to the change; and

(c) The new principal office address.

(2) Subsection (1) of this section shall apply to a statement of registration as a limited liability partnership filed pursuant to Section 113 of this Act or statements filed pursuant to KRS Chapter 362.1.

(3) Subsection (1) of this section shall apply to a change in the designated office of a limited partnership.

→SECTION 34. SUBCHAPTER 6 OF KRS CHAPTER 14A IS ESTABLISHED
AND A NEW SECTION THEREOF IS CREATED TO READ AS FOLLOWS:

(1) Each entity and each foreign entity authorized to transact business in this Commonwealth shall deliver to the Secretary of State for filing an annual report that sets forth:

(a) The name of the entity or foreign entity and the state or country under whose law it is organized;

(b) The address of its registered office and the name of its registered agent at that office in this Commonwealth;

(c) The address of its principal office; and

(d) With respect to each:

1. Corporation, not-for-profit corporation, cooperative, or association, whether domestic or foreign:

a. The name and business address of the secretary or other officer with responsibility for authenticating the records of the entity;

b. The name and business of each other principal officer; and

c. The name and business of each director;

2. Manager-managed limited liability company, whether domestic or

- 1 foreign, the name and business address of each manager;
- 2 3. Limited partnership, whether domestic or foreign, the name and
- 3 business address of each general partner;
- 4 4. Business trust, whether domestic or foreign, the name and business
- 5 address of each trustee; and
- 6 5. Professional service corporation, domestic or foreign, a statement that
- 7 each of the shareholders, not less than one-half (1/2) of the directors,
- 8 and each of the officers other than secretary and treasurer is a
- 9 qualified person.
- 10 (2) A professional service corporation formed under the provisions of this chapter,
- 11 except as this chapter may otherwise provide, shall have the same powers,
- 12 authority, duties, and liabilities as a corporation formed under KRS Chapter
- 13 271B.
- 14 (3) Information in the annual report shall be current as of the date the annual report
- 15 is executed on behalf of the entity or foreign entity.
- 16 (4) The first annual report shall be delivered to the Secretary of State between
- 17 January 1 and June 30 of the year following the calendar year in which an entity
- 18 was organized or a foreign entity was authorized to transact business in this state.
- 19 Subsequent annual reports shall be delivered to the Secretary of State between
- 20 January 1 and June 30 of each following calendar year.
- 21 (5) If an annual report does not contain the information required by this section, the
- 22 Secretary of State shall promptly notify the entity or foreign entity in writing and
- 23 return the report to it for correction, which notification may be accomplished
- 24 electronically. For purposes of Section 20 or 21 of this Act, an annual report
- 25 returned for correction shall not be deemed to have been delivered until it is
- 26 returned and accepted by the Secretary of State.
- 27 (6) An entity or foreign entity may amend the information in its last filed annual

report by delivery of an amendment to the annual report to the Secretary of State for filing on such form as is provided by the Secretary of State.

(7) The requirement to file an annual report shall not apply to:

(a) A limited partnership governed as to its internal affairs by the Kentucky Uniform Limited Partnership Act as it existed prior to its repeal by 1988 Ky. Acts ch. 284, sec. 65;

(b) A partnership other than a limited liability partnership that has filed a statement of qualification pursuant to Section 99 of this Act or a foreign limited liability partnership; or

(c) A foreign rural electric cooperative or foreign rural telephone cooperative not required to qualify to transact business by a filing with the Secretary of State.

→SECTION 35. SUBCHAPTER 7 OF KRS CHAPTER 14A IS ESTABLISHED AND A NEW SECTION THEREOF IS CREATED TO READ AS FOLLOWS:

(1) The Secretary of State may commence a proceeding to administratively dissolve an entity:

(a) If the entity does not deliver for filing its annual report with the Secretary of State by the due date thereof;

(b) If the entity is without a registered office or registered agent in this state for sixty (60) days or more;

(c) If the entity does not notify the Secretary of State within sixty (60) days that its registered office or registered agent has been changed, that its registered office has been discontinued or that its registered agent has resigned; or

(d) For such other reasons as are provided in this chapter or the organic law governing the entity.

(2) Subsection (1)(a) of this section shall not apply to any entity not obligated to file an annual report.

(3) Subsection (1)(b) and (c) of this section shall not apply to any entity that is not obligated to maintain a registered office and agent.

→SECTION 36. A NEW SECTION OF SUBCHAPTER 7 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) If the Secretary of State determines that one (1) or more grounds exist for the administrative dissolution of an entity, the Secretary of State shall advise the entity of that determination.

(2) If the entity does not within sixty (60) days from the date on which the notice was mailed, correct each ground for dissolution or demonstrate to the reasonable satisfaction of the Secretary of State that each ground determined by the Secretary of State does not exist, the Secretary of State shall administratively dissolve the entity by signing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. The Secretary of State shall file the original of the certificate and advise the entity of that determination.

(3) An entity administratively dissolved continues its existence but shall not carry on any business except that necessary to wind up and liquidate its business and affairs.

(4) The administrative dissolution of an entity shall not terminate the authority of its registered agent.

→SECTION 37. A NEW SECTION OF SUBCHAPTER 7 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) An entity administratively dissolved under Section 36 of this Act or predecessor law may apply to the Secretary of State for reinstatement at any time after the effective date of dissolution. The application shall:

(a) Recite the name of the entity and the effective date of its administrative dissolution;

(b) State that the ground or grounds for dissolution either did not exist or have

1 been eliminated;

2 (c) State that the entity's name satisfies the requirements of Section 23 of this
 3 Act;

4 (d) Contain a certificate from the Department of Revenue reciting that all taxes
 5 owed by the entity have been paid;

6 (e) Contain a representation that the entity has taken no steps to wind up and
 7 liquidate its business and affairs and notify claimants;

8 (f) If a business corporation, contain a certificate from the Division of
 9 Unemployment Insurance in the Department for Workforce Investment
 10 reciting that all employer contributions, interest, penalties, and service
 11 capacity upgrade fund assessments have been paid; and

12 (g) Be accompanied by the reinstatement penalty and the current fee for filing
 13 each delinquent annual report as provided for in this chapter.

14 (2) If the Secretary of State determines that the application satisfies the requirement
 15 of subsection (1) of this section, he or she shall cancel the certificate of
 16 dissolution and prepare a certificate of existence that recites his or her
 17 determination and the effective date of reinstatement, file the original of the
 18 certificate, and notify the entity of that filing, which notification may be
 19 accomplished electronically.

20 (3) When the reinstatement is effective, it shall relate back to and take effect as of the
 21 effective date of the administrative dissolution and the entity shall resume
 22 carrying on its business as if the administrative dissolution or revocation had
 23 never occurred.

24 (4) Notwithstanding any other provision to the contrary, any entity which was
 25 administratively dissolved and has taken the action necessary to wind up and
 26 liquidate its business and affairs and notify claimants shall be prohibited from
 27 reinstatement.

➔SECTION 38. A NEW SECTION OF SUBCHAPTER 7 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) If the Secretary of State denies an entity's application for reinstatement the Secretary of State shall notify the entity and provide the reason or reasons for denial, which notification may be accomplished electronically.

(2) The entity may appeal the denial of reinstatement to the Franklin Circuit Court. The entity may appeal by petitioning the court to set aside the dissolution and attaching to the petition copies of the Secretary of State's certificate of dissolution, the entity's application for reinstatement, and the Secretary of State's notice of denial.

(3) The court may summarily order the Secretary of State to reinstate the dissolved entity or may take other action the court considers appropriate.

(4) The court's final decision may be appealed as in other civil proceedings.

➔SECTION 39. SUBCHAPTER 8 OF KRS CHAPTER 14A IS ESTABLISHED AND A NEW SECTION THEREOF IS CREATED TO READ AS FOLLOWS:

(1) An entity, upon the expiration of its period of duration as set forth in its organic filing, may in the sixty (60) day period thereafter amend its organic filing to extend its period of duration or to delete its period of duration, which amendment shall relate back to the day immediately preceding the expiration of the period of duration.

(2) An entity that fails to so amend its organic filing in that sixty (60) day period may not thereafter be reinstated, and shall liquidate its business and affairs in accordance with its organic act.

(3) The Secretary of State may with respect to an entity whose period of duration has expired issue a certificate of dissolution or document of similar import notwithstanding that such certificate is issued within the sixty (60) day period referenced in subsection (1) of this section.

(4) This section shall have no bearing on whether or not the owners and representatives of an entity, after expiration of its period of duration, have limited liability from the debts, obligations, and liabilities of the entity.

➔SECTION 40. SUBCHAPTER 9 OF KRS CHAPTER 14A IS ESTABLISHED AND A NEW SECTION THEREOF IS CREATED TO READ AS FOLLOWS:

(1) A foreign entity shall not transact business in this state until it obtains a certificate of authority from the Secretary of State.

(2) The following activities, among others, shall not constitute transacting business within the meaning of subsection (1) of this section:

(a) Maintaining, defending, or settling any proceeding;

(b) Holding meetings of the board of directors, shareholders, partners, members, managers, beneficial owners, or trustees or carrying on other activities concerning the internal affairs of the foreign entity;

(c) Maintaining bank accounts;

(d) Maintaining offices or agencies for the transfer, exchange, and registration of the foreign entity's own securities or maintaining trustees or depositaries with respect to those securities;

(e) Selling through independent contractors;

(f) Soliciting or obtaining orders, whether by mail or through employees, agents, or otherwise, if the orders require acceptance outside this state before they become contracts;

(g) Creating or acquiring indebtedness, mortgages, and security interests in real, personal, or intangible property;

(h) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts;

(i) Owning, without more, real or personal property;

(j) Conducting an isolated transaction that is completed within thirty (30) days

and that is not one (1) in the course of repeated transactions of a like nature; and

(k) Transacting business in interstate commerce.

(3) The list of activities in subsection (2) of this section is not exhaustive.

(4) This section shall not apply to:

(a) Foreign limited liability partnerships; and

(b) Foreign general partnerships.

(5) This section shall not apply in determining the contracts or activities that may subject a foreign entity to service of process or taxation in this Commonwealth or to regulation under any other law of this Commonwealth.

→SECTION 41. A NEW SECTION OF SUBCHAPTER 9 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) A foreign entity transacting business in this Commonwealth without a certificate of authority may not maintain a proceeding in any court in this Commonwealth until it obtains a certificate of authority.

(2) Neither the successor to a foreign entity that transacted business in this Commonwealth without a certificate of authority nor the assignee of a cause of action arising out of that business shall maintain a proceeding based on that cause of action in any court in this Commonwealth until the foreign entity or the assignee of the cause of action obtains a certificate of authority.

(3) A court may stay a proceeding commenced by a foreign entity, its successor, or assignee until it determines whether the foreign entity, its successor, or assignee requires a certificate of authority. If it so determines, the court may further stay the proceeding until the foreign entity, its successor, or assignee obtains the certificate.

(4) A foreign entity is liable for a civil penalty of two dollars (\$2) for each day it transacts business in this Commonwealth without a certificate of authority. The

Secretary of State may collect all penalties due under this subsection.

(5) Notwithstanding subsections (1) and (2) of this section, the failure of a foreign entity to obtain a certificate of authority shall not impair the validity of the acts of the foreign entity or prevent it from defending any proceeding in this Commonwealth.

➔SECTION 42. A NEW SECTION OF SUBCHAPTER 9 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) A foreign entity may apply for a certificate of authority to transact business in this Commonwealth by delivering an application to the Secretary of State for filing. The application shall set forth:

(a) The real name of the foreign entity and, if its real name is unavailable for use in this Commonwealth, a name that satisfies the requirements of Section 23 of this Act;

(b) The name of the state or country under whose law it is organized;

(c) Its form of organization;

(d) Its date of organization;

(e) Its period of duration or a statement that its duration is perpetual;

(f) The street address of its principal office;

(g) The address of its registered office in this Commonwealth and the name of its registered agent at that office;

(h) The names and usual business addresses of:

1. The secretary, the other principal officers, and the directors, if the entity is a foreign corporation;

2. Each of the general partners, if the entity is a foreign limited partnership;

3. Each of the managers, if the entity is a foreign limited liability company with managers; or

1 4. Each of the trustees, if the entity is a foreign business trust;

2 (i) If the foreign entity is a foreign limited partnership, whether it is a foreign
 3 limited liability limited partnership; and

4 (j) If the foreign entity is a foreign professional service corporation, a
 5 representation that all of the shareholders, not less than one-half (1/2) of
 6 the directors, and all officers other than the secretary and treasurer would
 7 be qualified persons with respect to the corporation were it incorporated in
 8 this Commonwealth.

9 (2) The execution of a certificate of authority shall constitute a representation by that
 10 person that the foreign entity validly exists under the laws of its jurisdiction of
 11 organization.

12 (3) Unless the registered agent signs the application, the foreign entity shall deliver
 13 with the application for certificate of authority the registered agent's written
 14 consent to the appointment.

15 (4) A certificate of authority or document of similar import of record with the
 16 Secretary of State as of the date immediately preceding the effective date of this
 17 Act, including a statement of foreign qualification, shall remain effective, but its
 18 amendment shall be governed by Section 43 of this Act.

19 ➔SECTION 43. A NEW SECTION OF SUBCHAPTER 9 OF KRS CHAPTER
 20 14A IS CREATED TO READ AS FOLLOWS:

21 (1) A foreign entity authorized to transact business in this Commonwealth shall
 22 obtain an amended certificate of authority from the Secretary of State if it
 23 changes:

24 (a) Its real name;

25 (b) The period of its duration;

26 (c) The state or country of its organization; or

27 (d) Its form of organization.

(2) The requirements of Section 42 of this Act for obtaining an original certificate of authority shall apply to obtaining an amended certificate.

(3) A foreign entity that changes its principal office address shall promptly satisfy the requirements of Section 33 of this Act.

(4) A foreign entity that changes its registered office, its registered agent, or both as maintained in this Commonwealth shall promptly satisfy the requirements of Section 29 of this Act.

→SECTION 44. A NEW SECTION OF SUBCHAPTER 9 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) A certificate of authority shall authorize the foreign entity to which it is issued the authority to transact business in this Commonwealth subject, however, to the right of the Commonwealth to revoke the certificate as provided in this chapter.

(2) A foreign entity with a valid certificate of authority shall have the same but no greater rights and shall have the same but no greater privileges as, and except as otherwise provided by this chapter shall be subject to the same duties, restrictions, penalties, and liabilities now or later imposed on, a domestic entity of like character.

(3) This chapter shall not authorize this Commonwealth to regulate the organization or internal affairs, including the inspection of books, records, and documents, of a foreign entity authorized to transact business in this Commonwealth.

(4) Nothing in this section shall be interpreted or construed to limit the capacity and authority of a professional regulatory board to regulate the terms and manner by which professional services are rendered in the Commonwealth of Kentucky through or on behalf of a foreign entity.

→SECTION 45. A NEW SECTION OF SUBCHAPTER 9 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) A foreign entity authorized to transact business in this Commonwealth shall not

withdraw from this Commonwealth until there has been filed with the Secretary of State a certificate of withdrawal.

(2) A foreign entity authorized to transact business in this Commonwealth may submit a certificate of withdrawal for filing by delivering it to the Secretary of State. The certificate shall set forth:

(a) The real name of the foreign entity and, if applicable, the fictitious name under which it has qualified to transact business in this Commonwealth;

(b) The name of the state or country under whose law it is organized;

(c) That it is not transacting business in this Commonwealth and that it surrenders its authority to transact business in this Commonwealth;

(d) That it revokes the authority of its registered agent to accept service on its behalf and appoints the Secretary of State as its agent for service of process in any proceeding based on a cause of action arising consequent to having transacted business in this Commonwealth;

(e) A mailing address to which the Secretary of State may mail a copy of any process served on the Secretary of State under paragraph (d) of this subsection; and

(f) A commitment to notify the Secretary of State in the future of any change in its mailing address.

(3) A certificate of withdrawal shall be deemed amended by the filing of a change in mailing address delivered pursuant to subsection (2)(f) of this section.

(4) After the certificate of withdrawal of the foreign entity is effective, service of process on the Secretary of State under this section shall be service on the foreign entity. Upon receipt of process, the Secretary of State shall mail a copy of the process to the foreign entity at the address set forth under subsection (2)(e) of this section.

➔SECTION 46. A NEW SECTION OF SUBCHAPTER 9 OF KRS CHAPTER

1 14A IS CREATED TO READ AS FOLLOWS:

2 The Secretary of State may commence a proceeding to revoke the certificate of
 3 authority of a foreign entity if:

4 (1) The foreign entity does not deliver its annual report to the Secretary of State for
 5 filing on or before the due date;

6 (2) The foreign entity is without a registered office or registered agent in this
 7 Commonwealth for sixty (60) days or more;

8 (3) The foreign entity does comply with Section 29 of this Act;

9 (4) An incorporator, organizer, director, member, manager, officer, partner, agent or
 10 trustee of the foreign entity signed a document knowing it was false in any
 11 material respect with intent that the document be delivered to the Secretary of
 12 State for filing; or

13 (5) The Secretary of State receives a duly authenticated certificate from the Secretary
 14 of State or other official having custody of business entity records in the state or
 15 country under whose law the foreign entity is organized stating that it has been
 16 dissolved or disappeared as the result of a merger.

17 ➔SECTION 47. A NEW SECTION OF SUBCHAPTER 9 OF KRS CHAPTER
 18 14A IS CREATED TO READ AS FOLLOWS:

19 (1) If the Secretary of State determines that one (1) or more grounds exist under
 20 Section 46 of this Act for revocation of a certificate of authority, the foreign entity
 21 shall be served with written notice of that determination by mailing the notice by
 22 first-class mail to the foreign entity at its principal place of business address.

23 (2) If within sixty (60) days after the mailing of the notice, the foreign entity does not
 24 correct each ground for revocation or demonstrate to the reasonable satisfaction
 25 of the Secretary of State that each ground determined by the Secretary of State
 26 does not exist, the Secretary of State may revoke the foreign entity's certificate of
 27 authority by signing a certificate of revocation that recites the ground or grounds

for revocation and its effective date. The Secretary of State shall file the original of the certificate and serve a copy on the foreign entity by mailing the notice by first-class mail to the foreign entity at its principal place of business address.

(3) The authority of a foreign entity to transact business in this Commonwealth shall cease on the date shown on the certificate revoking its certificate of authority.

(4) The Secretary of State's revocation of a foreign entity's certificate of authority shall be considered to appoint the Secretary of State the foreign entity's registered agent in any proceeding based on a cause of action which arose during the time the foreign entity was authorized to transact business in this Commonwealth.

Service of process on the Secretary of State under this subsection shall be service on the foreign entity. Upon receipt of process, the Secretary of State shall mail a copy of the process to the secretary of the foreign entity at its principal office address shown in its most recent annual report or in any subsequent communication received from the foreign entity stating its current principal office address, or, if none is on file, in its application for a certificate of authority.

(5) Revocation of a foreign entity's certificate of authority shall not terminate the authority of the registered agent of the foreign entity.

➔SECTION 48. A NEW SECTION OF SUBCHAPTER 9 OF KRS CHAPTER 14A IS CREATED TO READ AS FOLLOWS:

(1) A foreign entity may appeal the Secretary of State's revocation of its certificate of authority to the Franklin Circuit Court within thirty (30) days after service of the certificate of revocation. The foreign entity may appeal by petitioning the court to set aside the revocation and attaching to the petition copies of its certificate of authority and the Secretary of State's certificate of revocation.

(2) The court may summarily order the Secretary of State to reinstate the certificate of authority or may take any other action the court considers appropriate.

(3) The court's final decision may be appealed as in other civil proceedings.

1 ➔Section 49. KRS 64.012 is amended to read as follows:

2 The county clerk shall receive for the following services the following fees:

3 (1) (a) Recording and indexing of a:

- 4 1. Deed of trust or assignment for the benefit of creditors;
- 5 2. Deed;
- 6 3. Real estate mortgage;
- 7 4. Deed of assignment;
- 8 5. Real estate option;
- 9 6. Power of attorney;
- 10 7. Revocation of power of attorney;
- 11 8. Lease which is recordable by law;
- 12 9. Deed of release of a mortgage or lien under KRS 382.360;
- 13 10. United States lien;
- 14 11. Release of a United States lien;
- 15 12. Release of any recorded encumbrance other than state liens;
- 16 13. Lis pendens notice concerning proceedings in bankruptcy;
- 17 14. Lis pendens notice;
- 18 15. Mechanic's and artisan's lien under KRS Chapter 376;
- 19 16. Assumed name;
- 20 17. Notice of lien issued by the Internal Revenue Service;
- 21 18. Notice of lien discharge issued by the Internal Revenue Service;
- 22 19. Original, assignment, amendment, or continuation financing statement;
- 23 20. Making a record for the establishment of a city, recording the plan or
- 24 plat thereof, and all other service incident;
- 25 21. Survey of a city, or any part thereof, or any addition to or extensions of
- 26 the boundary of a city;
- 27 22. Recording with statutory authority for which no specific fee is set,

1 except a military discharge; and

2 23. Filing with statutory authority for which no specific fee is set.

3 For all items in this subsection if the entire thereof does not exceed
4 three (3) pages \$12.00

5 And, for all items in this subsection exceeding three (3) pages,
6 for each additional page \$3.00

7 And, for all items in this subsection for each additional reference
8 relating to same instrument \$4.00

9 (b) The twelve dollar (\$12) fee imposed by paragraph (a) of this subsection shall
10 be divided as follows:

11 1. Six dollars (\$6) shall be retained by the county clerk; and

12 2. Six dollars (\$6) shall be paid to the affordable housing trust fund
13 established in KRS 198A.710 and shall be remitted by the county clerk
14 within ten (10) days following the end of the quarter in which the fee
15 was received. Each remittance to the affordable housing trust fund shall
16 be accompanied by a summary report on a form prescribed by the
17 Kentucky Housing Corporation.

18 (2) Recording and indexing a file-stamped copy of documents set forth in subsection
19 (1) or (2) of Section 11 of this Act ~~pertaining~~

20 ~~to corporations authorized by KRS Chapter 271B., 272, 273, 274, 275,~~

21 ~~or 279~~ that have been filed first with the Secretary of State:

22 (a) The entire record thereof does not exceed three (3) pages \$10.00

23 (b) And, exceeding three (3) pages, for each additional page \$3.00

24 (3) Recording wills or other probate documents pursuant to KRS
25 Chapter 392 or 394 \$ 8.00

26 (4) Recording court ordered name changes pursuant to KRS Chapter 401 \$ 8.00

27 (5) For noting a security interest on a certificate of title pursuant to

1	KRS Chapter 186A	\$12.00
2	(6) For filing the release of collateral under a financing statement	
3	and noting same upon the face of the title pursuant to KRS Chapter	
4	186 or 186A	\$5.00
5	(7) Filing or recording state tax or other state liens	\$5.00
6	(8) Filing release of a state tax or other state lien	\$5.00
7	(9) Marginal release, noting release of any lien, mortgage, or redemption	
8	other than a deed of release	\$8.00
9	(10) Acknowledging or notarizing any deed, mortgage, power of attorney,	
10	or other written instrument required by law for recording and certifying	
11	same	\$4.00
12	(11) Recording a land use restriction according to KRS 100.3681	\$15.00
13	(12) Recording plats, maps, and surveys, not exceeding 24 inches by	
14	36 inches, per page	\$20.00
15	(13) Recording a bond, for each bond	\$10.00
16	(14) Each bond required to be taken or prepared by the clerk	\$4.00
17	(15) Copy of any bond when ordered	\$3.00
18	(16) Administering an oath and certificate thereof	\$5.00
19	(17) Issuing a license for which no other fee is fixed by law	\$8.00
20	(18) Issuing a solicitor's license	\$15.00
21	(19) Marriage license, indexing, recording, and issuing certificate thereof	\$24.00
22	(20) Every order concerning the establishment, changing, closing, or	
23	discontinuing of roads, to be paid out of the county levy when	
24	the road is established, changed, closed, or discontinued, and by	
25	the applicant when it is not	\$3.00
26	(21) Registration of licenses for professional persons required to register	
27	with the county clerk	\$10.00

- 1 (22) Certified copy of any record \$5.00
 2 Plus fifty cents (\$.50) per page after three (3) pages
- 3 (23) Filing certification required by KRS 65.070(1)(a) \$5.00
- 4 (24) Filing notification and declaration and petition of candidates
 5 for Commonwealth's attorney \$200.00
- 6 (25) Filing notification and declaration and petition of candidates for
 7 office in cities of the fifth or sixth class and candidates for county
 8 and independent boards of education \$20.00
- 9 (26) Filing notification and declaration and petition of candidates for
 10 boards of soil and water conservation districts \$20.00
- 11 (27) Filing notification and declaration and petition of candidates for
 12 other office \$50.00
- 13 (28) Filing declaration of intent to be a write-in candidate for office
 14 other than municipal office in a city of the fifth or sixth class \$50.00
- 15 (29) Filing declaration of intent to be a write-in candidate for municipal
 16 office in a city of the fifth or sixth class \$20.00
- 17 (30) Filing petitions for elections, other than nominating petitions \$50.00
- 18 (31) Notarizing any signature, per signature \$2.00
- 19 (32) Filing bond for receiving bodies under KRS 311.310 \$10.00
- 20 (33) Noting the assignment of a certificate of delinquency and recording
 21 and indexing the encumbrance under KRS 134.126 or 134.127 \$27.00
- 22 (34) Filing a going-out-of-business permit under KRS 365.445 \$50.00
- 23 (35) Filing a renewal of a going-out-of-business permit under KRS 365.445 \$50.00
- 24 (36) Filing a grain warehouseman's license under KRS 359.050 \$10.00
- 25 (37) Filing and processing a transient merchant permit under KRS 365.680 \$25.00
- 26 ➔Section 50. KRS 271B.1-200 is repealed, reenacted, and amended to read as
 27 follows:

- 1 (1) *Each document delivered by a domestic or foreign corporation to the Secretary of*
 2 *State for filing shall satisfy the requirements of Sections 8 to 22 of this Act*~~[A~~
 3 document shall satisfy the requirements of this section, and of any other section that
 4 adds to or varies these requirements, to be entitled to filing by the Secretary of
 5 State.
- 6 ~~(2) This chapter must require or permit filing the document in the office of the~~
 7 ~~Secretary of State.~~
- 8 ~~(3) The document shall contain the information required by this chapter. It may contain~~
 9 ~~other information as well.~~
- 10 ~~(4) The document shall be typewritten, printed, or electronically transmitted. If the~~
 11 ~~document is electronically transmitted, the document shall be in a format that can be~~
 12 ~~retrieved or reproduced in typewritten or printed form.~~
- 13 ~~(5) The document shall be in the English language. A corporate name may be in a~~
 14 ~~language other than English if written in English letters or Arabic or Roman~~
 15 ~~numerals, and the certificate of existence required of foreign corporations, if not in~~
 16 ~~English, shall be accompanied by a reasonably authenticated English translation.~~
- 17 ~~(6) The document shall be executed:~~
- 18 ~~(a) By the chairman of the board of directors of a domestic or foreign corporation,~~
 19 ~~by its president, or by another of its officers;~~
- 20 ~~(b) If directors have not been selected or the corporation has not been formed, by~~
 21 ~~an incorporator; or~~
- 22 ~~(c) If the corporation is in the hands of a receiver, trustee, or other court-~~
 23 ~~appointed fiduciary, by that fiduciary.~~
- 24 ~~(7) The person executing the document shall sign it and state beneath or opposite his~~
 25 ~~signature his name and the capacity in which he signs. The document may but need~~
 26 ~~not contain:~~
- 27 ~~(a) A corporate seal of the corporation;~~

1 ~~(b) An attestation, acknowledgment, or verification; or~~

2 ~~(c) A statement regarding the preparer of the document which complies with KRS~~
 3 ~~382.335.~~

4 ~~(8) If the Secretary of State has prescribed a mandatory form for the document under~~
 5 ~~KRS 271B.1 210, the document shall be in or on the prescribed form.~~

6 ~~(9) The document shall be delivered to the office of the Secretary of State for filing.~~
 7 ~~Delivery may be made by electronic transmission, if and to the extent permitted by~~
 8 ~~the Secretary of State. If the document is filed in typewritten or printed form and not~~
 9 ~~transmitted electronically, the Secretary of State may require one (1) exact or~~
 10 ~~conformed copy to be delivered with the document, except as provided in KRS~~
 11 ~~271B.5 030 and 271B.15 090.~~

12 ~~(10) One (1) exact or conformed paper, but not electronic, copy of the document shall~~
 13 ~~then be filed with and recorded by the county clerk of the county in which the~~
 14 ~~registered office of the corporation is situated.~~

15 ~~(11) When the document is delivered to the office of the Secretary of State for filing, the~~
 16 ~~correct filing fee, the organization tax, and any penalty required by this chapter or~~
 17 ~~other law to be collected by the office of the Secretary of State with the document~~
 18 ~~shall be paid or provision for payment shall be made in a manner permitted by the~~
 19 ~~Secretary of State. The Secretary of State may accept payment of the correct amount~~
 20 ~~due by credit card, charge card, or similar method. However, if the amount due is~~
 21 ~~tendered by any method other than cash, the liability shall not be finally discharged~~
 22 ~~until the Secretary of State receives final payment or credit of collectible funds].~~

23 ~~(2)(12)~~ Whenever a provision of KRS Chapter 271B permits any of the terms of a
 24 plan or a filed document to be dependent on facts objectively ascertainable outside
 25 the plan or filed document, the following provisions apply:

26 (a) The manner in which the facts will operate upon the terms of the plan or filed
 27 document shall be set forth in the plan or filed document;

(b) The facts may include but are not limited to:

1. Any of the following that is available in a nationally recognized news or information medium either in print or electronically:
 - a. Statistical or market indices;
 - b. Market prices of any security or group of securities;
 - c. Interest rates;
 - d. Currency exchange rates; or
 - e. Similar economic or financial data;
2. A determination or action by any person or body, including the corporation or any other party to a plan or filed document; or
3. The terms of, or actions taken under, an agreement to which the corporation is a party, or any other agreement or document;

(c) As used in this subsection:

1. "Filed document" means a document filed with the Secretary of State under any provision of KRS Chapter 271B except *an annual report or a filing pursuant to Subtitle 15 of KRS Chapter 271B*~~[Subtitle 15 or KRS 271B.16-220]~~; and
2. "Plan" means a plan of nonprofit conversion as provided for in KRS 273.382, conversion into an LLC as provided for in KRS 275.376, merger, or of share exchange;

(d) The following provisions of a plan or filed document shall not be made dependent on facts outside the plan or filed document:

1. The name and address of any person required in a filed document;
2. The registered office of any entity required in a filed document;
3. The registered agent of any entity required in a filed document;
4. The number of authorized shares and designation of each class or series of shares;

1 5. The effective date of a filed document; or

2 6. Any required statement in a filed document of the date on which the
3 underlying transaction was approved or the manner in which that
4 approval was given; and

5 (e) If a provision of a filed document is made dependent on a fact ascertainable
6 outside of the filed document, and that fact is not ascertainable by reference to
7 a source described in paragraph (b)1. of this subsection or a document that is a
8 matter of public record, or the affected shareholders have not received notice
9 of the fact from the corporation, then the corporation shall file with the
10 Secretary of State articles of amendment setting forth the fact promptly after
11 the time when the fact referred to is first ascertainable or thereafter changes.
12 Articles of amendment under this paragraph are deemed to be authorized by
13 the authorization of the original filed document or plan to which they relate
14 and may be filed by the corporation without further action by the board of
15 directors or the shareholders.

16 ➔Section 51. KRS 271B.1-220 is repealed, reenacted, and amended to read as
17 follows:

18 ~~{(1)}~~The Secretary of State shall collect the following fees when the documents
19 described in this subsection are delivered to him for filing:

20 (1)~~{(a)}~~ Articles of incorporation \$ 40

21 (2)~~{(b)}~~ ~~{Application for use of indistinguishable name \$ 20}~~

22 ~~(c) Application or renewal of application for reserved name \$ 15~~

23 ~~(d) Cancellation of application for reserved name \$ 10~~

24 ~~(e) Notice of transfer of reserved name \$ 15~~

25 ~~(f) Application for registered name \$ 36~~

26 ~~(g) Application for renewal of registered name \$ 36~~

27 ~~(h) Corporation's statement of change of registered agent~~

1	_____ or registered office, or both _____	\$ 10
2	(i) Corporation's statement of change of principal office address _____	\$ 10
3	(j) Agent's statement of change of registered office for	
4	_____ each affected corporation _____	\$ 10
5	_____ not to exceed a total of _____	\$1,000
6	(k) }Amendment of articles of incorporation _____	\$ 40
7	(3){(l)} Restatement of articles of incorporation _____	\$ 40
8	(4){(m)} Amended and restated articles _____	\$ 80
9	(5){(n)} Articles of merger or share exchange _____	\$ 50
10	(6){(o)} Articles of dissolution _____	\$ 40
11	(7){(p)} Articles of revocation of dissolution _____	\$ 15
12	{(q) Reinstatement penalty following administrative dissolution _____	\$ 100
13	(r) Application for certificate of authority _____	\$ 90
14	(s) Application for amended certificate of authority _____	\$ 40
15	(t) Application for certificate of withdrawal _____	\$ 40
16	(u) Annual report _____	\$ 15
17	(v) Amendment to annual report _____	\$ 10
18	(w) Articles of correction _____	\$ 20
19	(x) Certificate of existence or authorization _____	\$ 10}
20	(8){(y)} Any other document required or permitted to	
21	be filed by this chapter _____	\$ 15
22	{(z) Agent's statement of resignation _____	No fee
23	(aa) Certificate of administrative dissolution _____	No fee
24	(AB) Certificate of reinstatement _____	No fee
25	(ac) Certificate of judicial dissolution _____	No fee
26	(ad) Certificate of revocation of authority to transact business _____	No fee
27	(2) The Secretary of State shall collect a fee of ten dollars (\$10) each time process is	

1 ~~served on him under this chapter. The party to a proceeding causing service of~~
 2 ~~process shall be entitled to recover this fee as costs if he prevails in the proceeding.~~

3 ~~(3) The Secretary of State shall collect the following fees for copying and certifying the~~
 4 ~~copy of any filed document relating to a domestic or foreign corporation:~~

5 ~~(a) Five dollars (\$5) per request for the first five (5) pages and fifty cents (\$0.50)~~
 6 ~~a page for each page thereafter; and~~

7 ~~(b) Five dollars (\$5) for the certificate.~~

8 ~~(4) The county clerk shall receive a fee pursuant to KRS 64.012 for recording and~~
 9 ~~issuing reports, articles, and statements pertaining to corporations].~~

10 ➔Section 52. KRS 271B.2-020 is amended to read as follows:

11 (1) The articles of incorporation shall set forth:

12 (a) A corporate name for the corporation that satisfies the requirements of Section
 13 23 of this Act~~[KRS 271B.4-010];~~

14 (b) The number of shares the corporation is authorized to issue;

15 (c) The~~[street address of the]~~ corporation's initial registered office and~~[the name~~
 16 ~~of its]~~ initial registered agent that satisfy the requirements of Section 28 of
 17 this Act~~[at that office];~~

18 (d) The mailing address of the corporation's principal office; and

19 (e) The name and mailing address of each incorporator.

20 (2) The articles of incorporation may set forth:

21 (a) The names and mailing addresses of the individuals who are to serve as the
 22 initial directors;

23 (b) Provisions not inconsistent with law regarding:

24 1. The purpose or purposes for which the corporation is organized;

25 2. Managing the business and regulating the affairs of the corporation;

26 3. Defining, limiting, and regulating the powers of the corporation, its
 27 board of directors, and shareholders;

- 1 4. A par value for authorized shares or classes of shares; and
- 2 5. The imposition of personal liability on shareholders for the debts of the
- 3 corporation to a specified extent and upon specified conditions;
- 4 (c) Any provision that under this chapter is required or permitted to be set forth in
- 5 the bylaws; and
- 6 (d) A provision eliminating or limiting the personal liability of a director to the
- 7 corporation or its shareholders for monetary damages for breach of his duties
- 8 as a director, provided that such provision shall not eliminate or limit the
- 9 liability of a director:
- 10 1. For any transaction in which the director's personal financial interest is
- 11 in conflict with the financial interests of the corporation or its
- 12 shareholders;
- 13 2. For acts or omissions not in good faith or which involve intentional
- 14 misconduct or are known to the director to be a violation of law;
- 15 3. For any vote for or assent to an unlawful distribution to shareholders as
- 16 prohibited under KRS 271B.8-330; or
- 17 4. For any transaction from which the director derived an improper
- 18 personal benefit.

19 No such provision shall eliminate or limit the liability of any director for any
 20 act or omission occurring prior to the date when such provision becomes
 21 effective. In no case shall this subsection or any such provision be construed
 22 to expand the liability of any director as determined pursuant to KRS 271B.8-
 23 300.

24 (3) The articles of incorporation need not set forth any of the corporate powers
 25 enumerated in this chapter.

26 ~~[(4) Unless the registered agent signs the articles, the corporation shall deliver with the~~
 27 ~~articles of incorporation the registered agent's written consent to the appointment.]~~

1 ➔SECTION 53. KRS 271B.4-010 IS REPEALED AND REENACTED TO
2 READ AS FOLLOWS:

3 *The name of each corporation shall satisfy the requirements of Section 23 of this Act.*

4 ➔SECTION 54. KRS 271B.5-025 IS REPEALED AND REENACTED TO
5 READ AS FOLLOWS:

6 *A corporation that changes the mailing address of its principal office shall comply with*

7 *Section 33 of this Act.*~~[A corporation that changes the mailing address of its principal~~
8 ~~office shall deliver to the Secretary of State for filing, on a form supplied by the Secretary~~
9 ~~of State, a statement of change that sets forth:~~

10 ~~(1) The name of the corporation;~~

11 ~~(2) The mailing address of its principal office prior to the change; and~~

12 ~~(3) The new mailing address of its principal office.]~~

13 ➔SECTION 55. KRS 271B.15-010 IS REPEALED AND REENACTED TO
14 READ AS FOLLOWS:

15 *A foreign corporation transacting business in this Commonwealth is subject to Section*
16 *34 of this Act.*

17 ➔SECTION 56. KRS 271B.16-220 IS REPEALED AND REENACTED TO
18 READ AS FOLLOWS:

19 *Each domestic corporation and each foreign corporation qualified to transact business*
20 *in this Commonwealth is subject to Section 34 of this Act.*

21 ➔Section 57. KRS 272.131 is repealed, reenacted, and amended to read as
22 follows:

23 (1) The articles of incorporation of each association shall state:

24 (a) The name of the association *that satisfies Section 23 of this Act;*

25 (b) The purposes for which it is formed;

26 (c) The place where its principal business will be transacted;

27 (d) The period of duration, which may be perpetual. When the articles of

1 incorporation fail to state the period of duration, it shall be considered
2 perpetual. Any association heretofore or hereafter organized for a period less
3 than perpetual, may, by amendment to its articles of incorporation, extend the
4 period of its duration for a specified period or perpetually;

5 (e) The names and addresses, not less than five (5), of those who are to serve as
6 directors for the first term or until the election of their successors;

7 (f) If organized without capital stock, whether the property rights and interest of
8 each member shall be equal or unequal; and if unequal, the articles shall set
9 forth the general rules applicable to all members by which the property rights
10 and interests, respectively, of each member shall be determined and fixed; and
11 the association shall have the power to admit new members who shall be
12 entitled to share in the property of the association with the old members in
13 accordance with the general rules. These provisions of the articles of
14 incorporation shall not be altered, amended, or repealed except by the
15 affirmative vote of not less than two-thirds (2/3) of the votes entitled to be
16 cast by members present in person, or by proxy, if permitted by the bylaws,
17 and voting thereon at any regular or special meeting; and

18 (g) If organized with capital stock, the authorized amount of the stock and the
19 number of shares into which it is divided and the par value thereof. Capital
20 stock may be divided into preferred and common stock. The articles of
21 incorporation must contain a statement of the number of shares of stock to
22 which preference is granted and the number of shares of stock to which no
23 preference is granted and the nature and extent of the preference and the
24 privileges granted to each. No specific amount of the capital stock authorized
25 is required to be subscribed before the association may transact business with
26 other than its members; the board may determine the amount of capital stock
27 to be issued as the business of the association may justify or demand, from

1 time to time, within the amount of the total authorization.

2 (2) The articles of incorporation may contain any provision consistent with law with
3 respect to management, regulation, government, financing, indebtedness,
4 membership, the establishment of voting districts and the election of delegates for
5 representative purposes, the issuance, retirement and transfer of its stock, if formed
6 with capital stock, or any provisions relative to the way or manner in which it shall
7 operate with respect to its members, officers, or directors, and any other provisions
8 relating to its affairs; but nothing set forth in this section shall be construed as
9 limiting any of the rights or powers otherwise given to such associations.

10 (3) The articles of incorporation must be subscribed by the incorporators and
11 acknowledged by one (1) of them before an officer authorized by the laws of this
12 state to take and certify acknowledgments of deeds and conveyances; and shall be
13 filed and recorded in accordance with the statute relating to corporations generally;
14 and when so filed, the articles of incorporation, or certified copies thereof, shall be
15 received in all the courts of this state, and other places, as prima facie evidence of
16 the facts contained therein, and of the due incorporation of the association. A copy
17 of the articles of incorporation, indorsed by the Secretary of State with the fact and
18 time of recording in his office, shall be filed with the dean of the College of
19 Agriculture of the University of Kentucky and with the Commissioner of the
20 Department of Agriculture.

21 ~~[(4) Except as authorized by subsections (5) and (6) of this section, the name of an~~
22 ~~association shall be distinguishable from any name of record with the Secretary of~~
23 ~~State.~~

24 ~~(5) An association may apply to the Secretary of State for authorization to use a name~~
25 ~~that is not distinguishable from a name of record with the Secretary of State. The~~
26 ~~Secretary of State shall authorize use of the name applied for if:~~

27 ~~(a) The other entity consents to the use in writing and submits an undertaking in~~

1 form satisfactory to the Secretary of State to change its name to a name that is
 2 distinguishable upon the records of the Secretary of State from the name of the
 3 applying corporation; or

4 (b) ~~The applicant delivers to the Secretary of State a certified copy of the final~~
 5 ~~judgment of a court of competent jurisdiction establishing the applicant's right~~
 6 ~~to use the name applied for in this state.~~

7 ~~(6) An association may use the name, including the fictitious name, of another entity~~
 8 ~~that is used in this state, if the other entity is incorporated, organized, or authorized~~
 9 ~~to transact business in this state and the proposed user association:~~

10 ~~(a) Has merged with the other entity;~~

11 ~~(b) Has been formed by reorganization of the other entity; or~~

12 ~~(c) Has acquired all or substantially all of the assets, including the name, of the~~
 13 ~~other entity.~~

14 ~~(7) This chapter does not control the use of assumed names.~~

15 ~~(8) The filing of articles of incorporation under the particular name shall not~~
 16 ~~automatically prevent the use of that name or protect that name from use by other~~
 17 ~~persons.]~~

18 ➔Section 58. KRS 272.335 is amended to read as follows:

19 A foreign association may be authorized to transact business in this
 20 Commonwealth~~[state]~~, upon compliance with the provisions of Section 34 of this
 21 Act~~[KRS 271B.15-030]~~.

22 ➔Section 59. KRS 272.390 is repealed, reenacted, and amended to read as
 23 follows:

24 ~~[(1)]~~Each association formed under KRS 272.360 to 272.510 must prepare and file
 25 articles of incorporation, setting forth:

26 ~~(1)(a)]~~ The name of the association that satisfies Section 23 of this Act;

27 ~~(2)(b)]~~ The place where its principal business will be transacted;

1 ~~(3)(e)~~ The term for which it is to exist; the number of directors thereof which must
 2 not be less than five (5) and may be any number in excess thereof; the term of office
 3 of such directors; and the names and addresses of those who are to serve as
 4 incorporating directors for the first term, or until election and qualification of their
 5 successors; and

6 ~~(4)(d)~~ The property rights of the members and whether the interest of each member
 7 will be equal or unequal; and if unequal, the rule or rules applicable to all members
 8 by which the property rights and interests, respectively, of each member shall be
 9 determined and fixed; and provision for the admission of new members who shall
 10 be entitled to share in the property of the association with the old members, in
 11 accordance with such general rule or rules.

12 ~~[(2) Except as authorized by subsections (3) and (4) of this section, the name of an~~
 13 ~~association must be distinguishable from any name of record with the Secretary of~~
 14 ~~State.~~

15 ~~(3) An association may apply to the Secretary of State for authorization to use a name~~
 16 ~~that is not distinguishable from any name of record with the Secretary of State. The~~
 17 ~~Secretary of State shall authorize use of the name applied for if:~~

18 ~~(a) The other entity consents to the use in writing and submits an undertaking in~~
 19 ~~form satisfactory to the Secretary of State to change its name to a name that is~~
 20 ~~distinguishable upon the records of the Secretary of State from the name of the~~
 21 ~~applying association; or~~

22 ~~(b) The applicant delivers to the Secretary of State a certified copy of the final~~
 23 ~~judgment of a court of competent jurisdiction establishing the applicant's right~~
 24 ~~to use the name applied for in this state.~~

25 ~~(4) An association may use the name, including the fictitious name, of another entity~~
 26 ~~that is used in this state, if the other entity is incorporated, organized, or authorized~~
 27 ~~to transact business in this state and the proposed user association:~~

- (a) ~~Has merged with the other entity;~~
- (b) ~~Has been formed by reorganization of the other entity; or~~
- (c) ~~Has acquired all or substantially all of the assets, including the name, of the~~
other entity.

~~(5) This chapter does not control the use of assumed names.~~

~~(6) The filing of articles of incorporation under the particular name shall not automatically prevent the use of that name or protect that name from use by other persons.]~~

➔Section 60. KRS 273.177 is repealed, reenacted, and amended to read as follows:

The name of the corporation shall satisfy the requirements of Section 23 of this Act~~(1)~~

~~—The corporate name shall include the word "corporation" or "incorporated" or the abbreviation "Inc." or the word "company" or the abbreviation "Co."; but if the word "company" or the abbreviation "Co." is used, it may not be immediately preceded by the word "and" or the abbreviation "&." The provisions of this subsection shall not affect the right of any corporation existing on June 13, 1968, to continue the use of its name.~~

~~(2) Except as authorized by subsection (3) of this section, a corporate name shall be distinguishable from any name of record with the Secretary of State.~~

~~(3) A corporation may apply to the Secretary of State for authorization to use a name that is not distinguishable from a name of record with the Secretary of State. The Secretary of State shall authorize use of the name applied for if:~~

- ~~(a) The other entity consents to the use in writing and submits an undertaking in form satisfactory to the Secretary of State to change its name to a name that is distinguishable upon the records of the Secretary of State from the name of the applying corporation; or~~
- ~~(b) The applicant delivers to the Secretary of State a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right~~

1 to use the name applied for in this state.

2 ~~(4) The corporate name shall not contain any word or phrase which indicates or implies~~
3 ~~that it is organized for any purpose not permitted under KRS 273.161 to 273.390.~~

4 ~~(5) This chapter shall not control the use of assumed names.~~

5 ~~(6) The filing of articles of incorporation under the particular corporate name shall not~~
6 ~~automatically prevent the use of that name or protect that name from use by other~~
7 ~~persons.~~

8 ~~(7) The assumption of a name in violation of this section shall not affect or vitiate the~~
9 ~~corporate existence; but the courts of this state having equity jurisdiction may, upon~~
10 ~~the application of the state or of any person interested or affected, enjoin such~~
11 ~~corporation from doing business under a name assumed in violation of this section,~~
12 ~~although a certificate of incorporation may have been issued].~~

13 ➔Section 61. KRS 273.182 is repealed, reenacted, and amended to read as
14 follows:

15 ~~[(1)]~~Each corporation shall continuously maintain in this state [:

16 ~~(a)]~~a registered office~~[that may be the same as any of its places of business;]~~ and

17 ~~[(b)]~~ a registered agent *that comply with Section 28 of this Act*~~], who may be:~~

18 1. ~~An individual who resides in this state and whose business office is~~
19 ~~identical with the registered office;~~

20 2. ~~A domestic corporation or nonprofit domestic corporation whose~~
21 ~~business office is identical with the registered office;~~

22 3. ~~A foreign corporation or nonprofit foreign corporation authorized to~~
23 ~~transact business in this state whose business office is identical with the~~
24 ~~registered office; or~~

25 4. ~~A domestic limited liability company or a foreign limited liability~~
26 ~~company authorized to transact business in the state whose business~~
27 ~~office is identical with the registered office.~~

1 ~~(2) Unless the registered agent signs the document making the appointment, the~~
 2 ~~appointment of a registered agent or a successor registered agent on whom process~~
 3 ~~may be served is not effective until the agent delivers a statement in writing to the~~
 4 ~~Secretary of State accepting the appointment].~~

5 ➔SECTION 62. KRS 273.1842 IS REPEALED AND REENACTED TO READ
 6 AS FOLLOWS:

7 **A corporation that changes the mailing address of its principal office shall comply with**
 8 **Section 33 of this Act.**

9 ➔Section 63. KRS 273.247 is amended to read as follows:

- 10 (1) The articles of incorporation shall set forth:
- 11 (a) The name of the corporation **that satisfies the requirements of Section 23 of**
 12 **this Act;**
 - 13 (b) The purpose or purposes for which the corporation is organized;
 - 14 (c) Any provisions, not inconsistent with law, which the incorporators elect to set
 15 forth in the articles of incorporation for the regulation of the internal affairs of
 16 the corporation, including any provision for distribution of assets or
 17 dissolution or final liquidation;
 - 18 (d) The~~[street address of the]~~ corporation's initial registered office and~~[the name~~
 19 ~~of its]~~ initial registered agent **that satisfy the requirements of Section 28 of**
 20 **this Act**~~[at that address];~~
 - 21 (e) The mailing address of the corporation's principal office;
 - 22 (f) The number of directors constituting the initial board of directors, and the
 23 names and mailing addresses of the persons who are to serve as the initial
 24 directors; and
 - 25 (g) The name and mailing address of each incorporator.
- 26 (2) It shall not be necessary to set forth in the articles of incorporation any of the
 27 corporate powers enumerated in KRS 273.163 to 273.387.

1 (3) Unless its articles of incorporation provide otherwise, every corporation shall be
2 presumed to have perpetual duration and succession in its corporate name.

3 (4) Unless the articles of incorporation provide that a change in the number of directors
4 shall be made only by amendment to the articles of incorporation, a change in the
5 number of directors made by amendment to the bylaws shall be controlling. In all
6 other cases, when a provision of the articles of incorporation is inconsistent with a
7 bylaw, the provision of the articles of incorporation shall be controlling.

8 (5) Unless the registered agent signs the articles, the corporation shall deliver with the
9 articles of incorporation the registered agent's written consent to the appointment.

10 ➔SECTION 64. KRS 273.252 IS REPEALED AND REENACTED TO READ
11 AS FOLLOWS

12 *Each document delivered by a domestic or foreign corporation to the Secretary of State*
13 *for filing shall satisfy the requirements of Sections 8 to 22 of this Act.*

14 ➔Section 65. KRS 273.267 is amended to read as follows:

15 A corporation amending its articles of incorporation shall deliver to the Secretary of State
16 for filing articles of amendment *that satisfy Sections 8 to 22 of this Act* setting forth:

17 (1) The name of the corporation.

18 (2) The amendment so adopted.

19 (3) If there are members entitled to vote thereon, (a) a statement setting forth the date of
20 the meeting of members at which the amendment was adopted, that a quorum was
21 present at such meeting, and that such amendment received at least two-thirds (2/3)
22 of the votes which members present at such meeting or represented by proxy were
23 entitled to cast, or (b) a statement that such amendment was adopted by a consent in
24 writing signed by all members entitled to vote with respect thereto.

25 (4) If there are no members, or no members entitled to vote thereon, a statement of such
26 fact, the date of the meeting of the board of directors at which the amendment was
27 adopted, and a statement of the fact that such amendment received the vote of a

majority of the directors in office.

→SECTION 66. KRS 273.361 IS REPEALED AND REENACTED TO READ
AS FOLLOWS:

Each foreign nonprofit corporation transacting business in the Commonwealth of Kentucky shall comply with Section 40 of this Act.

→Section 67. KRS 273.3641 is amended to read as follows:

~~[(1)]~~ Each foreign corporation authorized to transact business in this state shall continuously maintain in this state ~~[-~~

~~(a) -]~~ a registered office ~~[that may be the same as any of its places of business;]~~ and

~~[(b) -]~~ a registered agent **that satisfy the requirements of Section 28 of this Act**;

~~who may be:~~

~~1. - An individual who resides in this state and whose business office is identical with the registered office;~~

~~2. - A domestic corporation or nonprofit domestic corporation whose business office is identical with the registered office; or~~

~~3. - A foreign corporation or foreign nonprofit corporation authorized to transact business in this state whose business office is identical with the registered office.~~

~~(2) - Unless the registered agent signs the document making the appointment, the appointment of a registered agent or a successor registered agent on whom process may be served is not effective until the agent delivers a statement in writing to the Secretary of State accepting the appointment].~~

→SECTION 68. KRS 273.3671 IS REPEALED AND REENACTED TO READ
AS FOLLOWS:

Each corporation and each foreign corporation qualified to transact business in this Commonwealth is subject to Section 34 of this Act.

→Section 69. KRS 273.368 is amended to read as follows:

~~[(1)]~~ In respect of the following documents, the fees to be collected by the Secretary of State for filing, when required by this chapter, shall be:

~~(1)~~~~[(a)]~~ Articles of incorporation, eight dollars (\$8);

~~(2)~~~~[(b)]~~ Articles of amendment, eight dollars (\$8);

~~(3)~~~~[(c)]~~ Restated articles of incorporation, eight dollars (\$8);

~~(4)~~~~[(d)]~~ Articles of merger or consolidation, eight dollars (\$8);

~~(5)~~~~[(e)]~~ Articles of dissolution, five dollars (\$5); and

~~(6)~~~~[(f)]~~ ~~[A statement of change of address of registered office or change of registered agent, or both, five dollars (\$5);~~

~~(g)~~ An annual report by a domestic corporation, four dollars (\$4);

~~(h)~~ An annual report by a foreign corporation, eight dollars (\$8);

~~(i)~~ Application for certificate of authority, forty dollars (\$40); and

~~(j)~~ Any other statement or report of a foreign or domestic corporation, eight dollars (\$8).

~~[(2)]~~ For recording any documents, as required by this chapter, the county clerk shall be entitled to the fees specified in KRS 64.012.]

→ Section 70. KRS 274.105 is amended to read as follows:

Each professional service corporation shall file an annual report as provided in

Section 34 of this Act.~~[In addition to the matter required to be included in annual reports~~

~~by KRS Chapter 271B, there shall be included in the annual report of each domestic or~~

~~foreign professional service corporation (a) the names and addresses of all shareholders of~~

~~said professional service corporation, and (b) a certificate signed by the president of the~~

~~corporation certifying that all of its shareholders, not less than one half (1/2) of its~~

~~directors and all officers other than secretary and treasurer, are duly qualified as provided~~

~~in this chapter.] A duplicate original copy of each~~[such]~~ annual report shall be filed with~~

~~the regulating board which licenses the shareholders~~ *of the corporation*~~[described in the~~

~~certificate].~~

➔ Section 71. KRS 275.025 is amended to read as follows:

(1) The articles of organization shall set forth:

(a) A name for the limited liability company that satisfies the requirements of

Section 12 of this Act~~[KRS 275.100]~~;

(b) The~~[street address of the limited liability company's initial]~~ registered office~~[,]~~ and~~[the name of its]~~ initial registered agent that satisfy the requirements of Section 28 of this Act~~[at that office]~~;

(c) The mailing address of the initial principal office of the limited liability company; and

(d) A statement that the limited liability company is to be managed by a manager or managers or that the limited liability company is to be managed by its members.

(2) The term of a limited liability company shall be perpetual unless a period of duration other than perpetual is set forth in the articles of organization.

(3) The articles of organization of a professional limited liability company shall designate the professional services to be practiced through the professional limited liability company.

(4) The articles of organization may set forth any other matter that under this chapter is permitted to be set forth in an operating agreement not inconsistent with law.

~~(5) [A written statement of the initial registered agent consenting to serve in that capacity shall accompany the articles of organization.]~~

~~(6)~~—]A member of a limited liability company shall not have a vested property right resulting from any provision of the articles of organization.

(6)~~(7)~~ If the limited liability company is a nonprofit limited liability company, then the articles of organization shall state that fact and its nonprofit purpose. This provision of the articles of organization shall not be removed from the articles of organization without written notice to the Attorney General of Kentucky given not

less than ten (10) business days prior to the filing of the amendment.

~~(7)(8)~~ The fact that the articles of organization are on file with the Secretary of State is notice:

(a) That the limited liability company formed by the filing of the articles of organization is a limited liability company formed under the laws of the Commonwealth of Kentucky; and

(b) Of all other facts set forth in the articles of organization which are required to be set forth by subsections (1), (3), and (7) of this section.

→ Section 72. KRS 275.030 is amended to read as follows:

(1) A limited liability company shall amend its articles of organization to add or change a provision that is required by this chapter to be included in the articles of organization. A limited liability company may amend its articles of organization to add, change, or delete a provision that is permitted to be or that is not required to be in the articles of organization. The articles of organization shall be amended if:

(a) There is a change in the name of the limited liability company;

(b) There is a change in the latest date upon which the limited liability company is to dissolve;

(c) There is a change in whether the management of the limited liability company is vested in managers or members; or

(d) There is a change in any other matter required to be set forth in the articles of organization under KRS 275.025.

(2) Except as provided in subsection (3) of this section, or unless the articles of organization or the operating agreement provide otherwise, an amendment to the articles of organization of a limited liability company shall be approved by the members in accordance with KRS 275.175.

(3) Unless the articles of organization or the written operating agreement provide otherwise, a manager or, if there is no manager, any member may amend the articles

1 of organization of the limited liability company without action by the members to
2 delete:

3 (a) The name and address of the initial registered agent or initial registered office
4 if a statement of change pursuant to Section 29 of this Act or predecessor
5 law[KRS 275.120] is on file with the Secretary of State; or

6 (b) The mailing address of the initial principal office, if a statement of change
7 pursuant to Section 33 of this Act or predecessor law[KRS 275.040] is on file
8 with the Secretary of State.

9 (4) To amend its articles of organization, a limited liability company shall file with the
10 Secretary of State articles of amendment that satisfy Sections 8 to 22 of this Act
11 setting forth:

12 (a) The name of the limited liability company;

13 (b) The text of each amendment adopted;

14 (c) The date of each amendment's adoption; and

15 (d) A statement that the amendment was duly adopted by the managers or the
16 members in accordance with the articles of organization, the operating
17 agreement of the limited liability company, or this chapter.

18 (5) The articles of organization may be amended in any respect as may be desired, if the
19 articles of organization as amended contain only provisions that may be lawfully
20 contained in articles of organization at the time of making the amendment.

21 (6) Unless the articles of organization provide otherwise, no member of a limited
22 liability company shall have the right to dissent from an amendment to the articles
23 of organization.

24 ➔SECTION 73. KRS 275.040 IS REPEALED AND REENACTED TO READ
25 AS FOLLOWS:

26 A limited liability company that changes the mailing address of its principal place of
27 business shall comply with Section 33 of this Act.

➔SECTION 74. KRS 275.045 IS REPEALED AND REENACTED TO READ
AS FOLLOWS:

Each document delivered by a domestic or foreign limited liability company to the Secretary of State for filing shall satisfy the requirements of Sections 8 to 22 of this Act.

➔Section 75. KRS 275.055 is repealed, reenacted, and amended to read as follows:

~~{(1)}~~The Secretary of State shall collect the following fees when the documents described in this subsection are delivered to him for filing:

~~(1){(a)}~~Articles of organization \$ 40.00

~~(2){(b)}~~Application for certificate of authority as a
foreign limited liability company \$ 90.00

~~{(e)}~~ Amendment of article of organization \$ 40.00

~~(3){(d)}~~ Restatement of articles of organization \$ 40.00

~~(4){(e)}~~ Amendment and restatement of articles of organization \$ 80.00

~~(5){(f)}~~ Articles of dissolution with respect to a domestic
limited liability company\$ 40.00

~~{(g)}~~ Limited liability company's statement of change of
registered agent or change of the address of the registered
office, or both\$ 10.00

~~(h)~~ Registered agent's statement of change of registered office for
each affected limited liability company\$ 10.00
not to exceed a total of\$ 1,000.00

~~(i)~~ Limited liability company's statement of change of the
mailing address of the principal office\$ 10.00

~~(j)~~ Application to reserve a name for use by a domestic
or foreign limited liability company\$ 15.00

- 1 (k) ~~Renewal of application to reserve a name for use by~~
2 ~~— a domestic or foreign limited liability company~~ \$ 15.00
- 3 (l) ~~Notice of the transfer of a name reserved for use by a~~
4 ~~— domestic or a foreign limited liability company~~ \$ 15.00
- 5 (m) ~~Application for use of indistinguishable name~~ \$ 20.00
- 6 (n) ~~Application for registered name~~ \$ 36.00
- 7 (o) ~~Application for renewal of registered name~~ \$ 36.00]
- 8 (6)~~{(p)}~~ Articles of merger \$ 50.00
- 9 ~~{(q)} Application for amended certificate of authority~~ \$ 40.00
- 10 ~~{(r)} Application for certificate of withdrawal~~ \$ 40.00]
- 11 (7)~~{(s)}~~ Articles of correction \$ 20.00
- 12 ~~{(t)} Certificate of existence or authorization~~ \$ 10.00
- 13 ~~{(u)} Reinstatement penalty following administrative dissolution~~ \$ 100.00
- 14 ~~{(v)} Annual report~~ \$ 15.00
- 15 ~~{(w)} Amendment to annual report~~ \$ 10.00]
- 16 (8)~~{(x)}~~ Articles of share exchange \$ 50.00
- 17 (9)~~{(y)}~~ Any other document required or permitted to be
18 filed by this chapter \$ 15.00
- 19 ~~{(2)} The Secretary of State shall collect a fee of ten dollars (\$10) each time process is~~
20 served on the Secretary of State under this chapter. The party to a proceeding
- 21 causing service of process shall be entitled to recover this fee as costs if the party
- 22 prevails in the proceeding.
- 23 ~~{(3)} The Secretary of State shall collect the following fees for copying and certifying the~~
24 copy of any filed documents relating to a domestic or foreign limited liability
- 25 company:
- 26 (a) ~~Five dollars (\$5) per request for the first five (5) pages and fifty cents (\$0.50)~~
27 a page for each page thereafter; and

1 ~~(b) Five dollars (\$5) for the certificate.~~

2 ~~(4) The county clerk shall receive a fee pursuant to KRS 64.012 for recording and~~
 3 ~~issuing reports, articles, and statements pertaining to limited liability companies.]~~

4 ➔SECTION 76. KRS 275.100 IS REPEALED AND REENACTED TO READ
 5 AS FOLLOWS:

6 *The name of each limited liability company shall satisfy the requirements of Section 23*
 7 *of this Act.*

8 ➔Section 77. KRS 275.115 is repealed, reenacted, and amended to read as
 9 follows:

10 ~~[(1)] Each domestic limited liability company[and each foreign limited liability~~
 11 ~~company authorized to transact business in the Commonwealth pursuant to KRS 275.380~~
 12 ~~to 275.450] shall continuously maintain in this Commonwealth [:~~

13 ~~(a)] a registered office[that may be the same as any of its places of business;]~~
 14 and[

15 ~~(b)] a registered agent that comply with Section 28 of this Act[who shall be~~
 16 either:

17 1. ~~An individual who is a resident of this Commonwealth and whose~~
 18 ~~business office is identical with the registered office;~~

19 2. ~~A domestic corporation, domestic limited liability company, or not for~~
 20 ~~profit domestic corporation whose business office is identical with the~~
 21 ~~registered office; or~~

22 3. ~~A foreign corporation, foreign limited liability company, or not for~~
 23 ~~profit foreign corporation authorized to transact business in this~~
 24 ~~Commonwealth whose business office is identical with the registered~~
 25 ~~office.~~

26 ~~(2) Unless the registered agent signs the document making the appointment, the~~
 27 ~~appointment of a registered agent or a successor registered agent on whom process~~

1 may be served shall not be effective until the agent delivers a statement in writing to
 2 the Secretary of State accepting the appointment].

3 ➔SECTION 78. KRS 275.190 IS REPEALED AND REENACTED TO READ
 4 AS FOLLOWS:

5 *Each limited liability company and each foreign limited liability company qualified to*
 6 *transact business in this Commonwealth is subject to Section 34 of this Act.*

7 ➔SECTION 79. KRS 275.385 IS REPEALED AND REENACTED TO READ
 8 AS FOLLOWS:

9 *A foreign limited liability company qualified to transact business in this*
 10 *Commonwealth is subject to Section 34 of this Act.*

11 ➔Section 80. KRS 279.030 is amended to read as follows:

12 (1) The articles of incorporation shall set forth:

- 13 (a) The name of the corporation *that satisfies the requirements of Section 23 of*
 14 *this Act*~~[, which shall be distinguishable from any name of record with the~~
 15 ~~Secretary of State];~~
- 16 (b) The purpose for which it is formed;
- 17 (c) The place, including the county, where its principal office will be located;
- 18 (d) A reasonable description of the territory in which its operations are to be
 19 conducted;
- 20 (e) The number of directors;
- 21 (f) The names and post office addresses of the directors who are to manage the
 22 affairs of the corporation for the first year of its existence, or until the first
 23 meeting called to elect directors, or until the successors of the first directors
 24 are elected and have qualified;
- 25 (g) The period limited for the duration of the corporation, or that the corporation
 26 is to be perpetual;
- 27 (h) If the corporation is organized without capital stock, the terms upon which

1 members may be admitted and the terms upon which their membership shall
2 terminate;

3 (i) If the corporation is organized with capital stock, the amount of the stock, the
4 number of shares into which it is divided and the par value; and

5 (j) If the capital stock is divided into common and preferred stock, as it may be,
6 the number of shares to which preference is granted and the number of shares
7 to which no preference is granted, and the nature and definite extent of the
8 preference and privileges granted to each.

9 (2) The articles of incorporation may contain any other lawful provision that the
10 incorporators choose to insert for the purpose of regulating the business and affairs
11 of the corporation, for the purpose of creating, defining, limiting or regulating the
12 rights, powers and duties of the corporation and its board of directors and members,
13 and the exercise of any such powers, or for the purpose of creating or defining the
14 rights and privileges of the members of the corporation among themselves,
15 including separation of members into classes or districts and providing for
16 representation of each class or district on the board of directors.

17 ~~{(3) A corporation may apply to the Secretary of State for authorization to use a name~~
18 ~~that is not distinguishable upon the Secretary of State's records. The Secretary of~~
19 ~~State shall authorize use of the name applied for if:~~

20 ~~(a) The other entity consents to the use in writing and submits an undertaking in~~
21 ~~form satisfactory to the Secretary of State to change its name to a name that is~~
22 ~~distinguishable upon the records of the Secretary of State from the name of the~~
23 ~~applying corporation; or~~

24 ~~(b) The applicant delivers to the Secretary of State a certified copy of the final~~
25 ~~judgment of a court of competent jurisdiction establishing the applicant's right~~
26 ~~to use the name applied for in this state.~~

27 ~~(4) A corporation may use the name, including the fictitious name, of another entity~~

that is used in this state if the other entity is incorporated, organized, or authorized to transact business in this state, and the proposed user corporation:

(a) ~~Has merged with the other entity;~~

(b) ~~Has been formed by reorganization of the other entity; or~~

(c) ~~Has acquired all or substantially all of the assets, including the name, of the other entity.~~

~~(5) This chapter does not control the use of assumed names.~~

~~(6) The filing of articles of incorporation under the particular name shall not automatically prevent the use of that name or protect that name from use by other persons.}~~

➔Section 81. KRS 279.040 is amended to read as follows:

(1) The incorporators shall execute triplicate originals of the articles of incorporation *that satisfy the requirements of Sections 8 to 22 of this Act*, and each incorporator shall acknowledge each triplicate original before an officer authorized to take acknowledgments of deeds. They shall then file the triplicate originals, together with the certificate of acknowledgment, in the office of the Secretary of State. If the Secretary of State finds the articles to be legal and valid, he shall immediately indorse his approval on each of the triplicate originals, retain, record and file one (1) triplicate original in his office, and deliver the other two (2) triplicate originals, with his approval indorsed thereon, to the incorporators. The incorporators shall then file one (1) approved triplicate original in the office of the county clerk of the county in which the principal office of the corporation is to be located.

(2) As soon as the Secretary of State has *filed* ~~indorsed his approval on~~ the articles of incorporation, the proposed corporation shall be a body politic and corporate and may transact business in its corporate name.

➔Section 82. KRS 279.050 is amended to read as follows:

The articles of incorporation may be amended as provided in this section at any regular or

1 special meeting of the members of the corporation duly called upon notice of the specific
 2 purpose. The amendment shall first be approved by two-thirds (2/3) of the directors and
 3 then adopted by a vote representing not less than a majority of the votes entitled to be cast
 4 by the members present in person, or by proxy (if permitted by the bylaws) and voting at
 5 such meeting. The president of the corporation shall make triplicate originals of the
 6 amendments so adopted, each satisfying the requirements of Sections 8 to 22 of this Act
 7 and the secretary of the corporation shall attest each triplicate original. Each triplicate
 8 original shall be acknowledged by the president and the secretary before an officer
 9 authorized to take acknowledgments of deeds, and the president shall then cause them to
 10 be filed, approved and recorded in the same manner as is provided by KRS 279.040 for
 11 original articles of incorporation, and the amendments shall take effect upon filing
 12 ~~by indorsement of~~ the Secretary of State.

13 ➔Section 83. KRS 279.220 is amended to read as follows:

14 (1) Any rural electric cooperative corporation organized under a law of any state
 15 contiguous to this state, which law is substantially similar to the law under which
 16 such corporations may be organized in this state, may extend its operations into this
 17 state for a distance not exceeding three (3) miles from the boundary between that
 18 state and this state, and such extension shall not be considered doing business in
 19 this state within the meaning of the statutes regulating or taxing foreign
 20 corporations doing business in this state. Such corporation shall be entitled to the
 21 same exemptions granted to, and shall pay the same tax required of, domestic
 22 corporations under KRS 279.200.

23 (2) The operations of such corporation within this state shall be subject to the
 24 supervision of the Public Service Commission, and the commission may take the
 25 necessary action to require the corporation to furnish adequate service at reasonable
 26 rates. If the corporation fails to comply with the regulations and requirements of the
 27 commission it shall forfeit the privilege granted by this section.

(3) The privilege granted by this section shall be effective for a period of five (5) years from June 12, 1940, at which date it shall expire, unless the contiguous state grants a similar privilege to rural electric cooperative corporations incorporated in this state, in which case it shall continue so long as the contiguous state continues to grant the same privilege.

(4) A rural electric cooperative corporation organized under a law of any state other than Kentucky not satisfying the exemptions set forth in subsections (1), (2) and (3) of this section is subject to Section 40 of this Act.

➔Section 84. KRS 279.330 is amended to read as follows:

(1) The articles of incorporation of a corporation formed under KRS 279.310 to 279.600 shall be entitled "Articles of Incorporation of Corporation" and the title may include the word "Cooperative." The articles shall **satisfy the requirements of Sections 8 to 22 of this Act**, recite that they are executed pursuant to KRS 279.310 to 279.600 and shall state:

(a) The name of the corporation.

(b) The address of its principal office.

(c) The names and addresses of the incorporators.

(d) The names and addresses of its trustees.

(e) A general description of the territory in which it proposes to operate.

(2) If a cooperative desires to issue nonvoting shares of stock, its articles of incorporation, in addition to the provisions of subsection (1) of this section, shall state:

(a) The total number of such shares of stock which may be issued and the par value of each share;

(b) The fixed or maximum rate of dividends on the par value of such shares of stock, in either case not exceeding four percent (4%) per annum, and whether dividends shall be cumulative or noncumulative;

(c) Whether such shares of stock may be issued to members only or to members and nonmembers;

(d) The maximum number of such shares of stock which may be owned by any person;

(e) The terms and conditions on which such shares of stock may be transferred, redeemed or retired.

→Section 85. KRS 279.340 is repealed, reenacted, and amended to read as follows:

(1) The name of a cooperative shall satisfy the requirements of Section 23 of this Act~~include the words "Telephone," "Telecommunications," "Company," or "Corporation" and the abbreviation "Inc.,"]~~ unless, in an affidavit made by its president or vice president, and filed with the Secretary of State, or in an affidavit made by a person signing articles of incorporation, consolidation, merger or conversion, which relate to such cooperative, and filed, together with any such articles, with the Secretary of State, it shall appear that the cooperative desires to do business in another state and is or would be precluded therefrom by reason of the inclusion of such words or either thereof in its name.~~[The name may include the word "Cooperative."]~~

~~(2)[Except as authorized by subsection (3), (4), or (5) of this section, the name of a cooperative shall be distinguishable from any name of record with the Secretary of State.~~

~~(3)]~~ This section shall not apply to any corporation which becomes subject to KRS 279.310 to 279.600 by complying with the provisions of KRS 279.470, which does business in this state pursuant to KRS 279.570 and which elects to retain a corporate name which does not comply with this section.

~~[(4) A cooperative may apply to the Secretary of State for authorization to use a name that is not distinguishable from a name of record with the Secretary of State. The~~

Secretary of State shall authorize use of the name applied for if:

- (a) ~~The other entity consents to the use in writing and submits an undertaking in form satisfactory to the Secretary of State to change its name to a name that is distinguishable upon the records of the Secretary of State from the name of the applying cooperative; or~~
- (b) ~~The applicant delivers to the Secretary of State a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this state.~~

~~(5) A cooperative may use the name, including the fictitious name, of another entity that is used in this state, if the other entity is incorporated, organized, or authorized to transact business in this state and the proposed user cooperative:~~

- ~~(a) Has merged with the other entity;~~
- ~~(b) Has been formed by reorganization of the other entity; or~~
- ~~(c) Has acquired all or substantially all of the assets, including the name, of the other entity.~~

~~(6) This chapter does not control the use of assumed names.~~

~~(7) The filing of articles of incorporation under the particular name shall not automatically prevent the use of that name or protect that name from use by other persons.]~~

➔ Section 86. KRS 279.350 is amended to read as follows:

- (1) The incorporators shall execute four (4) copies of the articles of incorporation ***that satisfy Sections 8 to 22 of this Act***, and each incorporator shall acknowledge each copy before an officer authorized to take acknowledgments of deeds. They shall then ***deliver for filing***~~[file]~~ the four (4) copies, together with the certificate of acknowledgment, ***to***~~[in the office of]~~ the Secretary of State ***for filing***~~[If the Secretary of State finds the articles to be legal and valid, he shall immediately indorse his approval on each of the copies, retain, record and file one (1) copy in his~~

office, and deliver the other three (3) copies, with his approval indorsed thereon, to the incorporators. The incorporators shall then file one (1) approved copy in the office of the county clerk of the county in which the principal office of the corporation is to be located.]

- (2) As soon as the Secretary of State has filed[indorsed his approval on] the articles of incorporation, the[proposed] corporation shall be a body politic and corporate and may transact business in its corporate name.

→ Section 87. KRS 279.420 is amended to read as follows:

A cooperative may, upon authorization of its board of trustees or its members, change the location of its principal office by filing a statement of[certificate reciting such] change in accordance with Section 33 of this Act[of principal office, executed and acknowledged by its president or vice president under its seal attested by its secretary, in the office of the Secretary of State].

→ Section 88. KRS 362.403 is repealed, reenacted, and amended to read as follows:

The name of each limited partnership shall satisfy the requirements of Section 23 of this Act[as set forth in its certificate of limited partnership:

(1) ~~Shall contain the word "Limited" or its abbreviation, "Ltd.";~~

(2) ~~Shall not contain the name of a limited partner unless:~~

(a) ~~That name is also the name of a general partner or the corporate name of a corporate general partner; or~~

(b) ~~The business of the limited partnership had been carried on under that name before the admission of that limited partner; and~~

(3) ~~Shall be distinguishable from any name of record with the Secretary of State].~~

→ Section 89. KRS 362.407 is amended to read as follows:

[(1)] Each limited partnership shall continuously maintain in this Commonwealth:

(1) A registered office and registered agent that comply with Section 28 of this Act;

1 and

2 (2) An office which may, but need not be, a place of business in this state, at which
 3 shall be kept the records required by Section 122 of this Act to be
 4 maintained state:

5 ~~(a) An office which may, but need not be, a place of its business in this state, at~~
 6 ~~which shall be kept the records required by KRS 362.409 to be maintained;~~
 7 ~~and~~

8 ~~(b) An agent for service of process on the limited partnership, which agent shall~~
 9 ~~be an individual resident of this state, a domestic corporation, a foreign~~
 10 ~~corporation authorized to do business in this state, a domestic limited liability~~
 11 ~~company, or a foreign limited liability company authorized to do business in~~
 12 ~~this state.~~

13 ~~(2) Unless the registered agent signs the document making the appointment, the~~
 14 ~~appointment of a registered agent or a successor registered agent on whom process~~
 15 ~~may be served is not effective until the agent delivers a statement in writing to the~~
 16 ~~Secretary of State accepting the appointment].~~

17 ➔Section 90. KRS 362.1-105 is amended to read as follows:

18 (1) A statement may be filed in the office of Secretary of State. A statement shall
 19 satisfy the requirements of Sections 8 to 22 of this Act. A filed statement has the
 20 effect provided in this subchapter with respect to partnership property located in or
 21 transactions that occur in this Commonwealth.

22 (2) A certified copy of a statement that has been filed in the office of the Secretary of
 23 State may be filed with and recorded by any county clerk to which the statement is
 24 presented for filing and recording.

25 (3) A statement filed by a partnership shall be executed by at least two (2) partners.
 26 Other statements shall be executed by a partner or other person authorized by this
 27 subchapter.

- 1 (4) A person authorized by this subchapter to file a statement may amend or cancel the
 2 statement by filing an amendment or cancellation that names the partnership,
 3 identifies the statement, and states the substance of the amendment or cancellation.
 4 No amendment or cancellation shall be made with respect to a statement of merger
 5 or statement of dissolution after filing with the Secretary of State.
- 6 (5) A person authorized by this subchapter to file a statement may correct a filed
 7 statement if the statement contains information that was incorrect as of the time of
 8 the original filing or if the statement was defectively executed, attested, sealed,
 9 verified, or acknowledged. A statement is corrected by filing with the Secretary of
 10 State a statement of correction that describes the original filing, specifies the
 11 information that was incorrect as of the original filing or the manner in which the
 12 execution was defective, corrects the incorrect information or the defective
 13 execution, and is accompanied by a copy of the original defective statement,
 14 accompanied by the proper filing fee. A statement of correction shall be effective as
 15 of the effective date of the statement it corrects except as to persons relying on the
 16 uncorrected document adversely affected by the correction. As to those persons, the
 17 statement of correction shall be effective in the same manner as they were on notice
 18 of the original statement.
- 19 (6) A person who files a statement pursuant to this section shall promptly send a copy
 20 of the statement to every nonfiling partner and to any other person named as a
 21 partner in the statement. Failure to send a copy of a statement to a partner or other
 22 person does not limit the effectiveness of the statement as to a person not a partner.
- 23 (7) A person who executes a statement shall be deemed to have declared under penalty
 24 of perjury that to that person's knowledge the contents of the statement are accurate.
- 25 (8) ~~[(a) It shall be unlawful for any person to sign a statement the person knows is~~
 26 ~~false in any material respect with the intent that the statement be delivered to~~
 27 ~~the Secretary of State for filing.~~

1 ~~(b) Any person who violates this subsection shall be guilty of an offense~~
 2 ~~punishable by a fine not to exceed one hundred dollars (\$100).~~

3 ~~(9)~~ The Secretary of State may collect a fee for filing or providing a certified copy of a
 4 statement. The county clerk may collect a fee of ten dollars (\$10) for recording a
 5 statement.

6 ~~(9)~~~~{(10)}~~ The Secretary of State may prescribe and furnish on request forms for:

- 7 (a) A statement of change of registered office or registered agent;
- 8 (b) An application to reserve a name;
- 9 (c) An application to cancel the reservation of a name;
- 10 (d) A resignation of a registered agent or registered office or both;
- 11 (e) An annual report; and
- 12 (f) An amendment to the annual report.

13 ~~(10)~~~~{(11)}~~ The Secretary of State may mandate the use of the forms listed in subsection
 14 ~~(9)~~~~{(10)}~~ of this section.

15 ~~(11)~~~~{(12)}~~ The Secretary of State may prescribe and furnish on request forms for any
 16 other records required or permitted to be filed pursuant to this subchapter, but their
 17 use shall not be mandatory.

18 ➔SECTION 91. KRS 362.1-108 IS REPEALED AND REENACTED TO READ
 19 AS FOLLOWS:

20 *A statement delivered to the Secretary of State for filing, whether submitted by a*
 21 *partnership, a foreign partnership, or otherwise, shall satisfy the requirements of*
 22 *Sections 8 to 22 of this Act.*

23 ➔Section 92. KRS 362.1-109 is repealed, reenacted and amended to read as
 24 follows:

25 ~~{(1)}~~ The Secretary of State shall collect the following fees when the statements described
 26 in this subsection are delivered for filing:

27 ~~(1)~~~~{(a)}~~ Statement of Partnership Authority \$40.00

1	(2)(b)	Statement of Denial	\$20.00
2	(3)(e)	Statement of Dissociation	\$20.00
3	(4)(d)	Statement of Dissolution	\$40.00
4	(5)(e)	Statement of Merger	\$40.00
5	(6)(f)	Statement of Qualification	\$40.00
6	(7)(g)	Amendment to a Statement of Qualification	\$40.00
7	(8)(h)	Statement of Foreign Qualification	\$90.00
8	(9)(i)	Reinstatement of a Statement of Qualification	\$100.00
9	(10)(j)	Change of Registered Agent or Change of the Address of the	
10		Registered Office, or Both	\$10.00
11	(k)	Registered Agent's Statement of Change of Registered Office	
12		for Each Affected Partnership	\$10.00
13		not to exceed a total of.....	\$1,000.00
14	(l)	Change of the Mailing Address of the Chief Executive Office	\$10.00
15	(m)	Application to Reserve a Name for Use by a Domestic or Foreign	
16		Partnership	\$15.00
17	(n)	Notice of the Transfer of a Name Reserved for Use by a Domestic	
18		or Foreign Partnership	\$15.00
19	(o)	Application for Registered Name	\$36.00
20	(p)	Application for Renewal of Registered Name	\$36.00
21	(q)	Annual report.....	\$15.00
22	(r)	Amendment to the annual report	\$10.00
23	(s)	All other filings	\$40.00
24	{(2)}	The Secretary of State shall collect the following fees for copying and certifying the	
25		copy of any filed statements relating to a domestic or foreign partnership:	
26	(a)	Fifty cents (\$0.50) a page for copying; and	
27	(b)	Five dollars (\$5) for the certificate.]	

1 ➔SECTION 93. KRS 362.1-110 IS REPEALED AND REENACTED TO READ
2 AS FOLLOWS:

3 *A statement filed by or with respect to a partnership shall be effective as provided in*
4 *Section 14 of this Act.*

5 ➔Section 94. KRS 362.1-114 is repealed, reenacted, and amended to read as
6 follows:

7 ~~{(1) Except as authorized by subsections (2) and (3) of this section,}~~The name of a
8 partnership as set forth on a statement of qualification or statement of foreign
9 qualification shall *satisfy the requirements of Section 23 of this Act*~~[be distinguishable~~
10 ~~from any name of record with the Secretary of State.~~

11 ~~(2) No partnership may include in its name "corporation," "incorporated," or the~~
12 ~~abbreviations "corp." or "inc." and only a partnership that has filed a statement of~~
13 ~~qualification or a statement of foreign qualification may include in its name~~
14 ~~"limited" or the abbreviation "ltd."~~

15 ~~(3) A partnership may use the name, including the fictitious name, with any~~
16 ~~modification required by this section or KRS 362.1-1002 of another business entity~~
17 ~~that is used in this Commonwealth if the other business entity is organized or~~
18 ~~authorized to transact business in this Commonwealth and the partnership:~~

19 ~~(a) Has merged with the other business entity;~~

20 ~~(b) Has been formed by reorganization of the other business entity; or~~

21 ~~(c) Has acquired all or substantially all of the assets, including the business name,~~
22 ~~of the other business entity.~~

23 ~~(4) This subchapter shall not control the use of assumed names.~~

24 ~~(5) The filing of a statement, including statement of qualification or statement of~~
25 ~~foreign qualification, under the particular name of the partnership shall not~~
26 ~~automatically prevent the use of that name or protect that name from use by other~~
27 ~~persons.~~

~~(6) If a foreign limited liability partnership authorized to transact business in this Commonwealth changes its name to one that does not satisfy the requirements of this section, then it shall not transact business in this Commonwealth under the changed name until it adopts a name satisfying the requirements of this section and amends its statement of foreign qualification to set forth that name}.~~

→ Section 95. KRS 362.1-117 is repealed, reenacted, and amended to read as follows:

~~{(1)}~~ Each limited liability partnership and each foreign limited liability partnership authorized to transact business in the Commonwealth ~~{pursuant to KRS 362.1-1101 to 362.1-1104}~~ shall continuously maintain in this Commonwealth {:

~~(a) —~~ a registered office ~~{that may be the same as any of its places of business; }~~ and

~~{(b) —~~ a registered agent that comply with Section 28 of this Act ~~{who shall be:~~

1. ~~An individual who is a resident of this Commonwealth and whose business office is identical with the registered office;~~

2. ~~A domestic corporation, domestic limited liability company, or domestic nonprofit corporation whose business office is identical with the registered office; or~~

3. ~~A foreign corporation, foreign limited liability company, or foreign nonprofit corporation authorized to transact business in this Commonwealth whose business office is identical with the registered office.~~

~~(2) Unless the registered agent signs the document making the appointment, the appointment of a registered agent or a successor registered agent on whom process may be served shall not be effective until the agent delivers a statement in writing to the Secretary of State accepting the appointment}.~~

→ Section 96. KRS 362.1-120 is repealed, reentacted and amended to read as follows:

1 ~~[(1) The registered agent of a limited liability partnership or of a foreign limited liability~~
 2 ~~partnership authorized to transact business in this Commonwealth pursuant to KRS~~
 3 ~~362.1-1101 to 362.1-1104 shall be the partnership's agent for service of process,~~
 4 ~~notice, or demand required or permitted by law to be served on the domestic limited~~
 5 ~~liability partnership or foreign partnership.~~

6 ~~(2) If a limited liability partnership or foreign limited liability partnership authorized to~~
 7 ~~transact business in this Commonwealth pursuant to KRS 362.1-1101 to 362.1-1104~~
 8 ~~has no registered agent in this Commonwealth, or the registered agent cannot with~~
 9 ~~reasonable diligence be served, then the partnership may be served by registered or~~
 10 ~~certified mail, return receipt requested, addressed to the partnership at its principal~~
 11 ~~office. Service shall be perfected under this subsection at the earliest of:~~

12 ~~(a) The date the partnership receives the mail;~~

13 ~~(b) The date shown on the return receipt, if signed on behalf of the domestic or~~
 14 ~~foreign partnership; or~~

15 ~~(c) Five (5) days after its deposit in the United States mail, as evidenced by the~~
 16 ~~postmark, if mailed postpaid and correctly addressed.~~

17 ~~(3)]An agent named pursuant to KRS 362.1-303(1)(a)3. is not a registered agent for the~~
 18 ~~partnership, and service of process is not accomplished against that agent.~~

19 ~~[(4) This section does not prescribe the only means, or necessarily the required means,~~
 20 ~~of serving a limited liability partnership or a foreign limited liability partnership~~
 21 ~~authorized to transact business in this Commonwealth pursuant to KRS 362.1-1101~~
 22 ~~to 362.1-1104.]~~

23 ➔ Section 97. KRS 362.1-121 is amended to read as follows:

24 ~~[(1)]Each limited liability partnership and each foreign limited liability partnership~~
 25 ~~authorized to transact business in this Commonwealth [pursuant to KRS 362.1-1101 to~~
 26 ~~362.1-1104] shall file an annual report in the office of the Secretary of State on such form~~
 27 ~~as shall be prescribed by the Secretary of State~~ *as provided in Section 34 of this*

1 ~~Act~~[which contains:

2 (a) ~~The name of the partnership and the state or other jurisdiction under whose~~
3 ~~laws it is formed;~~

4 (b) ~~The street address of the partnership's chief executive office and, if different,~~
5 ~~the street address of an office of the partnership in this Commonwealth, if any;~~
6 ~~and~~

7 (c) ~~The address of its registered office and the name of its registered agent in this~~
8 ~~Commonwealth.~~

9 (2) ~~Information in the annual report shall be current as of the date the annual report is~~
10 ~~executed on behalf of the partnership.~~

11 (3) ~~The first annual report shall be delivered to the Secretary of State between January 1~~
12 ~~and June 30 of the year following the calendar year in which a partnership files a~~
13 ~~statement of qualification or statement of foreign qualification. Subsequent annual~~
14 ~~reports shall be delivered to the Secretary of State between January 1 and June 30 of~~
15 ~~the following calendar years.~~

16 (4) ~~If an annual report does not contain the information required by this section, then~~
17 ~~the Secretary of State shall promptly notify the reporting partnership in writing and~~
18 ~~return the report to it for correction.~~

19 (5) ~~A limited liability partnership or foreign limited liability partnership may amend the~~
20 ~~information in its last filed annual report by delivery to the Secretary of State of an~~
21 ~~amendment to the annual report on an appropriate form provided by the Secretary of~~
22 ~~State].~~

23 ➔ Section 98. KRS 362.1-1001 is amended to read as follows:

24 (1) A partnership may become a limited liability partnership pursuant to this section.

25 (2) The terms and conditions on which a partnership becomes a limited liability
26 partnership shall be approved by the vote necessary to amend the partnership
27 agreement except, in the case of a partnership agreement that expressly considers

1 obligations to contribute to the partnership, the vote necessary to amend those
2 provisions.

3 (3) After the approval required by subsection (2) of this section, a partnership may
4 become a limited liability partnership by filing with the Secretary of State a
5 statement of qualification. The statement shall contain:

6 (a) The name of the partnership, which shall comply with Section 23 of this
7 Act~~[KRS 362.1-114 and 362.1-1002]~~;

8 (b) The address of the partnership's chief executive office and, if different, the
9 street address of an office in this Commonwealth, if any;

10 (c) The street address of the partnership's registered office, and the name of its
11 registered agent that comply with Section 28 of this Act~~[at that office]~~;

12 (d) A statement that the partnership elects to be a limited liability partnership; and

13 (e) The date any statement of partnership authority was previously filed with the
14 Secretary of State.

15 (4) The status of a partnership as a limited liability partnership remains effective,
16 regardless of changes in the partnership, until the statement of qualification is
17 canceled pursuant to KRS 362.1-105(4) or administratively dissolved pursuant to
18 KRS 362.1-122.

19 (5) The status of a partnership as a limited liability partnership and the liability of its
20 partners is not affected by errors or later changes in the information required to be
21 contained in the statement of qualification under subsection (3) of this section.

22 (6) The filing of a statement of qualification establishes that a partnership has satisfied
23 all conditions precedent to the qualification of the partnership as a limited liability
24 partnership.

25 (7) An amendment or cancellation of a statement of qualification is effective when it is
26 filed or on a deferred effective date specified in the amendment or cancellation. An
27 amendment to a statement of qualification shall include the date of filing of the

statement being amended and all information required in an initial statement of qualification. A cancellation of a statement of qualification shall include the name of the partnership and the date of filing of the statement of qualification.

→ Section 99. KRS 362.1-1102 is amended to read as follows:

(1) Before transacting business in this Commonwealth, a foreign limited liability partnership shall file a statement of foreign qualification. The statement shall contain:

(a) The name of the foreign limited liability partnership which satisfies the requirements of Section 23 of this Act~~[KRS 362.1-114 and, if applicable, subsection (3) of this section, and ends with "Registered Limited Liability Partnership," "Limited Liability Partnership," "R.L.L.P.," "L.L.P.," "RLLP," or "LLP"]~~;

(b) The street address of the partnership's chief executive office and, if different, the street address of an office of the partnership in this Commonwealth, if any;

(c) The~~[street address of the]~~ partnership's registered office~~[within this Commonwealth,]~~ and the name of its registered agent at that office, which shall comply with Section 28 of this Act; and

(d) Its jurisdiction of organization.

(2) The status of a partnership as a foreign limited liability partnership remains effective, regardless of changes in the partnership, until it is canceled pursuant to KRS 362.1-105(4) or revoked pursuant to Section 47 of this Act~~[KRS 362.1-123]~~.

(3) If the name of a foreign limited liability partnership is not distinguishable upon the records of the Secretary of State, then it may file a statement of foreign qualification using a fictitious name that is distinguishable upon the records of the Secretary of State, in which instance the statement of foreign qualification shall be filed under the fictitious name, shall recite that the partnership has filed the statement of foreign qualification under a fictitious name, and shall include in the statement its real name

1 in its jurisdiction of organization.

2 (4) A statement of foreign qualification shall authorize the foreign limited liability
3 partnership to transact business in this Commonwealth subject to the right of the
4 Commonwealth to revoke the statement.

5 (5) A foreign limited liability partnership, having filed a statement of foreign
6 qualification, shall have the same as, but no greater rights than, and shall have the
7 same, but no greater privileges than, and except as otherwise provided by this
8 subchapter, shall be subject to the same duties, restrictions, penalties, and liabilities
9 now or later imposed on, a limited liability partnership.

10 ➔SECTION 100. KRS 362.2-108 IS REPEALED AND REENACTED TO
11 READ AS FOLLOWS:

12 *The name of a limited partnership shall satisfy the requirements of Section 23 of this*
13 *Act.*

14 ➔Section 101. KRS 362.2-114 is amended to read as follows:

15 (1) *Each*[A] limited partnership shall designate and continuously maintain in this
16 Commonwealth:

17 (a) A designated office, which need not be a place of its activity in this
18 Commonwealth; and

19 (b) A registered office and agent for service of process at that office *that comply*
20 *with Section 28 of this Act.*

21 (2) *Each*[A] foreign limited partnership *qualified to transact business in the*
22 *Commonwealth of Kentucky* shall designate and continuously maintain in this
23 Commonwealth a registered office and agent for service of process *that comply*
24 *with Section 28 of this Act*[at that office].

25 ~~[(3) A registered agent shall be:~~

26 ~~(a) An individual who is a resident of this Commonwealth and whose business~~
27 ~~office is identical with the registered office;~~

~~(b) A domestic corporation, domestic limited liability company, or domestic nonprofit corporation whose business office is identical with the registered office; or~~

~~(c) A foreign corporation, foreign limited liability company, or foreign nonprofit corporation authorized to transact business in this Commonwealth whose business office is identical with the registered office.~~

~~(4) Unless the registered agent signs the record making the appointment, the appointment of a registered agent or a successor registered agent on whom process may be served shall not be effective until the agent delivers a statement in writing to the Secretary of State accepting the appointment.]~~

➔ Section 102. KRS 362.2-115 is amended to read as follows:

~~(1) In order to change its designated office, [registered office or agent for service of process,] a limited partnership or a foreign limited partnership shall~~ comply with Section 33 of this Act~~[deliver to the Secretary of State for filing a statement of change containing:~~

~~(a) The name of the limited partnership or foreign limited partnership;~~

~~(b) The street and mailing address of its current designated office;~~

~~(c) The address of its registered office and the name of its registered agent at that office in this Commonwealth;~~

~~(d) If the current designated office is to be changed, the street address of the new designated office;~~

~~(e) If the current registered office is to be changed, the street address of the new registered office;~~

~~(f) If the current registered agent is to be changed, the name of the new registered agent and the new registered agent's written consent; and~~

~~(g) That after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be~~

1 identical].

- 2 (2) *A limited partnership or foreign limited partnership may change its registered*
 3 *office or registered agent as provided in Section 29 of this Act*~~[If a registered agent~~
 4 ~~changes the street address of the registered agent's business office to another place~~
 5 ~~within this Commonwealth, then the registered agent shall change the street address~~
 6 ~~of the registered office of any limited partnership or foreign limited partnership of~~
 7 ~~which the registered agent is a registered agent by notifying the limited partnership~~
 8 ~~or foreign limited partnership in writing of the change, and delivering to the~~
 9 ~~Secretary of State for filing a statement that complies with the requirements of~~
 10 ~~subsection (1) of this section and recites that the limited partnership or foreign~~
 11 ~~limited partnership has been notified of the change.~~
- 12 ~~(3) The change of address of the registered office or registered agent shall be effective~~
 13 ~~on delivery of the statement to the Secretary of State. The appointment of a new~~
 14 ~~registered agent shall be effective on delivery of the statement to the Secretary of~~
 15 ~~State and on receipt by the Secretary of State of evidence that the new registered~~
 16 ~~agent has accepted the appointment.~~
- 17 ~~(4) Any statement of change of a designated office or the name or address of an agent~~
 18 ~~for service of process shall be made on a form provided by the Secretary of State].~~

19 ➔SECTION 103. KRS 362.2-121 IS REPEALED AND REENACTED TO
 20 READ AS FOLLOWS:

21 *Each document delivered by a domestic or foreign limited partnership to the Secretary*
 22 *of State for filing shall satisfy the requirements of Sections 8 to 22 of this Act.*

23 ➔Section 104. KRS 362.2-122 is repealed, reenacted, and amended to read as
 24 follows:

25 ~~{(1)}~~The Secretary of State shall collect the following fees when the following records
 26 in this subsection are delivered for filing:

27 ~~(1)~~~~{(a)}~~ Certificate of limited partnership \$40.00

1	(2) (b) Application for certificate of authority as	
2	a foreign limited partnership	\$90.00
3	(e) Amendment of certificate of limited partnership	\$40.00
4	(3) (d) Restatement of certificate of limited partnership	\$40.00
5	(4) (e) Amendment and restatement of	
6	certificate of limited partnership	\$80.00
7	(5) (f) Certificate of dissolution with respect	
8	to a domestic limited partnership	\$40.00
9	(g) Statement of change of registered agent or	
10	change of the address of the registered office, or both	\$10.00
11	(h) Registered agent's statement of change of registered	
12	office for each affected limited partnership	\$10.00
13	Not to exceed a total of	\$1,000.00
14	(i) Statement of change of the mailing address	
15	of the principal office	\$10.00
16	(j) Application to reserve a name for use by	
17	a domestic or foreign limited partnership	\$15.00
18	(k) Notice of the transfer of a name reserved	
19	for use by a domestic or a foreign limited partnership	\$15.00
20	(l) Application for registered name	\$36.00
21	(m) Application for renewal of registered name	\$36.00
22	(n) Articles of merger	\$50.00
23	(o) Application for amended certificate of authority	\$40.00
24	(p) Application for certificate of withdrawal	\$40.00
25	(q) Statement of correction	\$20.00
26	(r) Certificate of existence or authorization	\$10.00
27	(s) Reinstatement penalty following administrative dissolution	\$100.00

1 (t) ~~Annual report~~\$15.00

2 (u) ~~Amendment to annual report~~\$10.00

3 (v) ~~Any other record required or permitted to be filed by this subchapter~~\$15.00

4 (2) ~~The Secretary of State shall collect a fee of ten dollars (\$10) each time process is~~
 5 ~~served on the Secretary of State under this subchapter. The party to a proceeding~~
 6 ~~causing service of process shall be entitled to recover this fee as costs if the party~~
 7 ~~prevails in the proceeding.~~

8 (3) ~~The Secretary of State shall collect the following fees for copying and certifying the~~
 9 ~~copy of any filed records relating to a domestic or foreign limited partnership:~~

10 Copies, per page

\$0.50

11 Certifications, each

\$5.00

12 (4) ~~The county clerk shall receive a fee pursuant to KRS 64.012 for recording and~~
 13 ~~issuing reports, articles, and statements pertaining to limited partnerships.}~~

14 ➔Section 105. KRS 362.2-201 is amended to read as follows:

15 (1) In order to form a limited partnership, a certificate of limited partnership shall be
 16 delivered to the Secretary of State for filing. The certificate shall state:

17 (a) The name of the limited partnership, which shall comply with Section 23 of
 18 this Act~~[KRS 362.2-108];~~

19 (b) The street address of the initial designated office;

20 (c) The~~[street address of the]~~ limited partnership's initial registered office~~[,]~~ and
 21 the name of its initial registered agent which shall comply with Section 28 of
 22 this Act~~[at that office];~~

23 (d) The name and street address of each general partner; and

24 (e) Any additional information required by this subchapter.

25 (2) If the limited partnership elects to be a limited liability limited partnership, then the
 26 certificate shall contain a statement that the limited partnership elects to be a limited
 27 liability limited partnership.

1 (3) A certificate of limited partnership may also contain any other matters but shall not
 2 vary from the provisions specified in KRS 362.2-110(2) in a manner inconsistent
 3 with that section.

4 (4) Subject to subsection (2) of this section, if any provision of a partnership agreement
 5 is inconsistent with the filed certificate of limited partnership or with a filed
 6 statement of dissociation, cancellation, or change, or filed articles of conversion or
 7 merger, then:

8 (a) The partnership agreement prevails as to partners and transferees; and

9 (b) The filed certificate of limited partnership, statement of dissociation,
 10 cancellation, or change, or articles of conversion or merger prevail as to
 11 persons, other than partners and transferees, that reasonably rely on the filed
 12 record to their detriment.

13 ~~[(5) A written statement of the initial registered agent consenting to serve in that~~
 14 ~~capacity shall accompany the certificate of limited partnership.]~~

15 ➔Section 106. KRS 362.2-202 is amended to read as follows:

16 (1) In order to amend its certificate of limited partnership, a limited partnership shall
 17 deliver to the Secretary of State for filing an amendment that satisfies Sections 8 to
 18 22 of this Act or, pursuant to KRS 362.2-1101 to 362.2-1113, articles of merger,
 19 stating:

20 (a) The name of the limited partnership;

21 (b) The date of filing of its initial certificate; and

22 (c) The changes the amendment makes to the certificate as most recently
 23 amended or restated.

24 (2) A limited partnership shall promptly deliver to the Secretary of State for filing an
 25 amendment to a certificate of limited partnership to reflect:

26 (a) The admission of a new general partner;

27 (b) The dissociation of a person as a general partner; or

1 (c) The appointment of a person to wind up the limited partnership's activities
2 under KRS 362.2-803(3) or (4).

3 (3) A general partner who knows that any information in a filed certificate of limited
4 partnership was false when the certificate was filed or has become false due to
5 changed circumstances shall promptly:

6 (a) Cause the certificate to be amended; or

7 (b) If appropriate, deliver to the Secretary of State for filing a statement of change
8 pursuant to Section 33 of this Act~~[KRS 362.2-115]~~ or a statement of
9 correction pursuant to Section 16 of this Act~~[KRS 362.2-207]~~.

10 (4) A certificate of limited partnership may be amended at any time for any other proper
11 purpose as determined by the limited partnership.

12 (5) A restated certificate of limited partnership may be delivered to the Secretary of
13 State for filing in the same manner as an amendment.

14 (6) ~~[Subject to KRS 362.2-120(3),]~~ An amendment or restated certificate is effective as
15 provided in Section 14 of this Act~~[when filed by the Secretary of State]~~.

16 ➔Section 107. KRS 362.2-208 is amended to read as follows:

17 (1) If a record delivered to the Secretary of State for filing under this subchapter and
18 filed by the Secretary of State contains false information,~~[then]~~ a person that suffers
19 loss by reliance on the information may recover damages for the loss from:

20 (a) A person that signed the record, or caused another to sign it on the person's
21 behalf, and knew the information to be false at the time the record was signed;
22 and

23 (b) A general partner that has notice that the information was false when the
24 record was filed or has become false due to changed circumstances, if the
25 general partner has notice for a reasonably sufficient time before the
26 information is relied upon to enable the general partner to effect an
27 amendment under KRS 362.2-202, file a petition pursuant to KRS 362.2-205,

or deliver to the Secretary of State for filing a statement of change pursuant to KRS 362.2-115 or a statement of correction pursuant to Section 16 of this Act[KRS 362.2-207].

(2) The provisions of this section are in addition to those in Section 10 of this Act[It shall be unlawful for any person to sign a record the person knows is false in any material respect with intent that the record be delivered to the Secretary of State for filing. Any person who violates the provisions of this section shall be guilty of a Class B misdemeanor punishable by a fine not to exceed one hundred dollars (\$100)].

→Section 108. KRS 362.2-210 is repealed, reenacted, and amended to read as follows:

{(1)}A limited partnership subject to this subchapter or a foreign limited partnership authorized to transact business in this Commonwealth shall deliver to the Secretary of State for filing an annual report as provided in Section 34 of this Act[that states:

(a) ~~The name of the limited partnership or foreign limited partnership and the state or country under whose law it is organized;~~

(b) ~~The street address of its designated office or, if a foreign limited partnership, the street address of its principal office; and~~

(c) ~~The street address of the limited partnership's registered office and the name of its registered agent at that office.~~

(2) ~~Information in an annual report shall be current as of the date the annual report is delivered to the Secretary of State for filing.~~

(3) ~~The first annual report shall be delivered to the Secretary of State between January 1 and June 30 of the year following the calendar year in which a limited partnership was formed or a foreign limited partnership was authorized to transact business. Subsequent annual reports shall be delivered to the Secretary of State between January 1 and June 30 of the ensuing calendar years.~~

~~(4) If a filed annual report contains an address of a designated office or the name of a registered agent or registered office address which differs from the information shown upon the records of the Secretary of State immediately before the filing, then the differing information in the annual report is not considered a statement of change under KRS 362.2-115.~~

~~(5) A limited partnership or foreign limited partnership may amend the information in its last filed annual report by delivery to the Secretary of State of an amendment to the annual report on an appropriate form provided by the Secretary of State].~~

➔ Section 109. KRS 362.2-801 is amended to read as follows:

Except as otherwise provided in KRS 362.2-802, a limited partnership is dissolved, and its activities shall be wound up, only upon the occurrence of any of the following:

- (1) The happening of an event specified in the partnership agreement;
- (2) The consent of all general partners and of all limited partners;
- (3) After the dissociation of a person as a general partner:
 - (a) If the limited partnership has at least one (1) remaining general partner, the consent to dissolve the limited partnership given within ninety (90) days after the dissociation by partners owning a majority of the rights to receive distributions as partners at the time the consent is to be effective; or
 - (b) If the limited partnership does not have a remaining general partner, the passage of ninety (90) days after the dissociation, unless before the end of that period:
 1. Consent to continue the activities of the limited partnership and admit at least one (1) general partner is given by limited partners owning a majority of the rights to receive distributions as limited partners at the time the consent is to be effective; and
 2. At least one (1) person is admitted as a general partner in accordance with that consent;

1 (4) The passage of ninety (90) days after the dissociation of the limited partnership's
 2 last limited partner, unless before the end of that period the limited partnership
 3 admits at least one (1) limited partner; or

4 (5) The administrative dissolution of the limited partnership by the Secretary of State
 5 under Section 35 of this Act or predecessor law[KRS 362.2-809].

6 ➔Section 110. KRS 362.415 is amended to read as follows:

7 (1) In order to form a limited partnership, a certificate of limited partnership shall be
 8 executed and filed with the Secretary of State. The certificate shall be in the form
 9 prescribed by the Secretary of State and shall set forth:

10 (a) The name of the limited partnership;

11 (b) The address of the office and the name and address of the agent for service of
 12 process required to be maintained by Section 28 of this Act or predecessor
 13 law[KRS 362.407];

14 (c) The name and the business address of each general partner;

15 (d) A mailing address for the limited partnership;

16 (e) The latest date upon which the limited partnership is to dissolve; and

17 (f) Any other matters the general partners determine to include therein.

18 (2) A limited partnership shall be formed at the time of the filing of the certificate of
 19 limited partnership with the Secretary of State or at any later time specified in the
 20 certificate of limited partnership, which shall be a date certain and shall not be later
 21 than the ninetieth day after the date it is filed, if, in either case, there has been
 22 substantial compliance with the requirements of this section.

23 ~~[(3) Unless the registered agent signs the certificate, the limited partnership shall deliver~~
 24 ~~with the certificate of limited partnership the consent of appointment of the agent~~
 25 ~~for service of process to be maintained by KRS 362.407.]~~

26 ➔Section 111. KRS 362.417 is amended to read as follows:

27 (1) A certificate of limited partnership may be amended by filing a certificate of

1 amendment that satisfies the requirements of Sections 8 to 22 of this Act with the
 2 Secretary of State. The certificate of amendment shall be in the form prescribed by
 3 the Secretary of State and shall set forth:

- 4 (a) The name of the limited partnership;
- 5 (b) The date of filing the certificate of limited partnership; and
- 6 (c) The amendment to the certificate of limited partnership.

7 (2) (a) Within thirty (30) days after the happening of any of the following events, an
 8 amendment to a certificate of limited partnership reflecting the occurrence of
 9 the event or events, shall be filed:

- 10 1. The admission of a new general partner;
- 11 2. The withdrawal of a general partner;
- 12 3. The continuation of the business under KRS 362.487 after an event of
- 13 withdrawal of a general partner; or
- 14 4. A change in name of the limited partnership~~;~~ ~~or~~
- 15 5. ~~A change in the address of the office or the name or address of the agent~~
- 16 ~~for service of process required to be maintained by KRS 362.407].~~

17 (b) A general partner who becomes aware that any statement in a certificate of
 18 limited partnership was false when made, or that any arrangements or other
 19 facts described in the certificate have changed, making the certificate
 20 inaccurate in any respect, shall promptly amend the certificate.

21 (c) A certificate may be amended at any time for any other proper purpose the
 22 general partners determine.

23 (3) If an amendment to a certificate is filed within the thirty (30) day period referred to
 24 in subsection (2) of this section, no person shall be liable because the amendment
 25 was not filed earlier.

26 (4) ~~[Unless otherwise provided in KRS 362.403 to 362.525 or in the certificate of~~
 27 ~~amendment,]~~A certificate of amendment shall be effective as provided in Section

1 14 of this Act~~[at the time of its filing with the Secretary of State]~~.

2 (5) A limited partnership may, if desired, integrate into a single instrument all of the
3 provisions of its certificate of limited partnership which are then in effect and
4 operative as a result of filing with the Secretary of State one (1) or more certificates
5 of amendment and it may, at the same time, further amend its certificate of limited
6 partnership.

7 (6) If the restated certificate of limited partnership merely restates and integrates, but
8 does not further amend the certificate of limited partnership as theretofore amended,
9 it shall be specifically designated in its heading as a "restated certificate of limited
10 partnership." If the restated certificate restates and integrates and also further
11 amends in any respect the certificate of limited partnership as theretofore amended,
12 it shall be specifically designated in its heading as an "amended and restated
13 certificate of limited partnership". A restated, or amended and restated, certificate of
14 limited partnership shall be executed and filed in the same manner as a certificate of
15 amendment.

16 (7) Upon the filing of a restated, or amended and restated, certificate of limited
17 partnership with the Secretary of State, or upon its future effective date or time as
18 provided for therein, the initial certificate of limited partnership, as amended, shall
19 be superseded. Thereafter, the restated certificate of limited partnership, including
20 further amendments made thereto, shall be the certificate of limited partnership of
21 the limited partnership.

22 ➔Section 112. KRS 362.555 is amended to read as follows:

23 (1) To become and to continue as a registered limited liability partnership, a partnership
24 that is not a limited partnership shall file with the Secretary of State a statement or a
25 renewal statement, as the case may be, that satisfies the requirements of Sections 8
26 to 22 of this Act stating the name of the partnership that satisfies the requirements
27 of Section 23 of this Act; the address of its principal office; the number of partners;

1 the names of the partners; a brief statement of the business in which the partnership
2 engages; and that the partnership registers its status or renews its status, as the case
3 may be, as a registered limited liability partnership.

4 (2) The statement or renewal statement shall be executed by a majority in interest of the
5 partners or by one (1) or more partners authorized to execute a statement or renewal
6 statement.

7 (3) The statement or renewal statement shall be accompanied by a fee of two hundred
8 dollars (\$200).

9 (4) The Secretary of State shall register as a registered limited liability partnership, and
10 shall renew the registration of any registered limited liability partnership, any
11 partnership that submits a completed statement or renewal statement with the
12 required fee.

13 (5) Registration shall be effective for one (1) year after the date a statement is filed,
14 unless voluntarily withdrawn by filing with the Secretary of State a written
15 withdrawal notice executed by a majority in interest of the partners or by one (1) or
16 more partners authorized to execute a withdrawal notice. Registration, whether
17 pursuant to an original statement or a renewal statement, as a registered limited
18 liability partnership shall be renewed if, during the sixty (60) day period preceding
19 the date the statement or renewal statement otherwise would have expired, the
20 partnership files with the Secretary of State a renewal statement. Registration
21 pursuant to a renewal statement shall expire one (1) year after the date the
22 registration would have expired if the last renewal of the registration had not
23 occurred.

24 (6) The status of a partnership as a registered limited liability partnership shall not be
25 affected by changes made in the information stated in the statement or renewal
26 statement after the filing of the statement or renewal statement.

27 (7) The Secretary of State may provide forms for use under this section.

1 ➔ Section 113. KRS 382.335 is amended to read as follows:

2 (1) No county clerk shall receive or permit the recording of any instrument by which
3 the title to real estate or personal property, or any interest therein or lien thereon, is
4 conveyed, granted, encumbered, assigned, or otherwise disposed of; nor receive any
5 instrument or permit any instrument, provided by law, to be recorded as evidence of
6 title to real estate~~;~~ ~~and shall not receive or permit any instrument, relating to the~~
7 ~~organization or dissolution of a private corporation~~, unless the instrument has
8 endorsed on it, a printed, typewritten, or stamped statement showing the name and
9 address of the individual who prepared the instrument, and the statement is signed
10 by the individual. The person who prepared the instrument may execute his
11 signature by affixing a facsimile of his signature on the instrument. This subsection
12 shall not apply to any instrument executed or acknowledged prior to July 1, 1962.

13 (2) No county clerk shall receive or permit the recording of any instrument by which
14 the title to real estate or any interest therein is conveyed, granted, assigned, or
15 otherwise disposed of unless the instrument contains the mailing address of the
16 grantee or assignee. This subsection shall not apply to any instrument executed or
17 acknowledged prior to July 1, 1970.

18 (3) This section shall not apply to wills or to statutory liens in favor of the
19 Commonwealth.

20 (4) No county clerk shall receive, or permit the recording of, any instrument by which
21 real estate, or any interest therein, is conveyed, granted, assigned, transferred, or
22 otherwise disposed of unless the instrument complies with the official indexing
23 system of the county. The indexing system shall have been in place for at least
24 twenty-four (24) months prior to July 15, 1994 or shall be implemented for the
25 purpose of allowing computerized searching for the instruments of record of the
26 county clerk. If a county clerk requires a parcel identification number on an
27 instrument before recording, the clerk shall provide a computer terminal, at no

charge to the public, for use in finding the parcel identification number. The county clerk may make reasonable rules about the use of the computer terminal, requests for a parcel identification number, or both.

- (5) The receipt for record and recording of any instrument by the county clerk without compliance with the provisions of this section shall not prevent the record of filing of the instrument from becoming notice as otherwise provided by law, nor impair the admissibility of the record as evidence.

➔Section 114. KRS 386.382 is repealed, reenacted, and amended to read as follows:

~~[(1) Except as authorized by subsections (2) and (3) of this section,]~~The name of a business trust or foreign business trust qualified to transact business in this Commonwealth shall satisfy the requirements of Section 23 of this Act~~[be distinguishable from any name of record with the Secretary of State.~~

~~(2) A business trust or foreign business trust may apply to the Secretary of State for authorization to use a name that is not distinguishable upon the Secretary of State's records from one (1) or more of the names described in subsection (1) of this section. The Secretary of State shall authorize use of the name applied for if:~~

~~(a) The other business entity consents to the use in writing and submits an undertaking in form satisfactory to the Secretary of State to change its name to a name that is distinguishable upon the records of the Secretary of State from the name of the applying limited liability company; or~~

~~(b) The applicant delivers to the Secretary of State a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this Commonwealth.~~

~~(3) A business trust or foreign business trust may use the name, including the fictitious name, of another business entity that is used in this Commonwealth if the other business entity is organized or authorized to transact business in this~~

Commonwealth, and the business trust or foreign business trust:

(a) ~~Has merged with the other business entity;~~

(b) ~~Has been formed by reorganization of the other business entity; or~~

(c) ~~Has acquired all or substantially all of the assets, including the business name,
of the other business entity.~~

(4) ~~This chapter shall not control the use of assumed names.~~

(5) ~~The filing of a declaration of trust or an application to transact authority in the
Commonwealth under the particular name of a business trust or foreign business
trust shall not automatically prevent the use of that name or protect that name from
use by other persons}.~~

→ Section 115. KRS 386.384 is repealed, reenacted, and amended to read as follows:

~~{(1)}~~ Each domestic business trust and each foreign business trust authorized to transact business in the Commonwealth shall continuously maintain in this Commonwealth{:

(a) ~~}~~ a registered office~~[that may be the same as any of its places of business;]~~ and{

(b) ~~}~~ a registered agent that comply with Section 28 of this Act~~[who shall be either:~~

1. ~~An individual who is a resident of this Commonwealth and whose
business office is identical with the registered office;~~

2. ~~A domestic corporation, limited liability company, or not for profit
corporation whose business office is identical with the registered office;~~

~~or~~

3. ~~A foreign corporation, limited liability company, or not for profit
corporation authorized to transact business in this Commonwealth
whose business office is identical with the registered office.~~

(2) ~~Unless the registered agent signs the document making the appointment, the
appointment of a registered agent or a successor registered agent on whom process
may be served shall not be effective until the agent delivers a statement in writing to~~

1 the Secretary of State accepting the appointment].

2 ➔SECTION 116. KRS 386.392 IS REPEALED AND REENACTED TO READ

3 AS FOLLOWS:

4 **Each business trust and each foreign business trust qualified to transact business in**
 5 **this Commonwealth is subject to Section 34 of this Act.**

6 ➔Section 117. KRS 386.420 is amended to read as follows:

7 (1) The written declaration of trust may provide for the election of successor trustees in
 8 the event of the death, resignation and removal of a trustee and may provide for the
 9 amendment of the declaration of trust. The declaration of trust may also contain
 10 such other provisions regarding the operating and administration of the business
 11 trust as may be necessary or desirable. **A declaration of trust and any amendments**
 12 **thereto is effective as provided in Section 14 of this Act.**

13 (2) A declaration of trust filed on or after June 26, 2007, shall name or shall be
 14 accompanied by a document naming the initial registered agent and registered office
 15 **satisfying the requirements of Section 28 of this Act**[conforming to KRS 386.384].

16 (3) **Each document delivered to the Secretary of State for filing by a business trust or**
 17 **a foreign business trust shall satisfy the requirements of Sections 8 to 22 of this**
 18 **Act**[The declaration of trust shall be recorded in the office of the Secretary of State
 19 of the Commonwealth of Kentucky and in the office of the county clerk in the
 20 county in which its principal place of business is located and a recording charge of
 21 \$15 shall be paid at each of those offices].

22 ➔SECTION 118. KRS 386.4422 IS REPEALED AND REENACTED TO READ

23 AS FOLLOWS:

24 **A foreign business trust qualified to transact business in this Commonwealth is subject**
 25 **to Section 34 of this Act.**

26 ➔Section 119. KRS 386.4434 is repealed, reenacted, and amended to read as
 27 follows:

Each foreign business trust authorized to transact business in this Commonwealth shall continuously maintain in this Commonwealth[:

(1)] a registered office[~~that may be the same as any of its places of business;~~] and[

(2)] a registered agent that comply with Section 28 of this Act[, who may be:

(a) ~~An individual who resides in this Commonwealth and whose business office is identical with the registered office;~~

(b) ~~A domestic corporation, not for profit corporation, or limited liability company whose business office is identical with the registered office; or~~

(c) ~~A foreign corporation, not for profit corporation, or limited liability company authorized to transact business in this Commonwealth whose business office is identical with the registered office.~~

(3) ~~The registered agent shall execute and deliver to the Secretary of State a document accepting the agency appointment, and the appointment of the agent shall not be effective until delivered to the Secretary of State].~~

→Section 120. KRS 446.010 is amended to read as follows:

As used in the statute laws of this state, unless the context requires otherwise:

(1) "Action" includes all proceedings in any court of this state;

(2) "Animal" includes every warm-blooded living creature except a human being;

(3) "Attorney" means attorney-at-law;

(4) "Bequeath" and "devise" mean the same thing;

(5) "Bequest" and "legacy" mean the same thing, and embrace either real or personal estate, or both;

(6) "Cattle" includes horse, mule, ass, cow, ox, sheep, hog, or goat of any age or sex;

(7) "Company" may extend and be applied to any corporation, company, person, partnership, joint stock company, or association;

(8) "Corporation" may extend and be applied to any corporation, company, partnership, joint stock company, or association;

- 1 (9) "Cruelty" as applied to animals includes every act or omission whereby unjustifiable
2 physical pain, suffering, or death is caused or permitted;
- 3 (10) "Directors," when applied to corporations, includes managers or trustees;
- 4 (11) "Domestic," when applied to **a corporation, partnership, business trust, or limited**
5 **liability company**~~[corporations, partnerships, limited partnerships, or limited~~
6 ~~liability companies]~~, means all those incorporated or formed by authority of this
7 state;
- 8 (12) "Domestic animal" means any animal converted to domestic habitat;
- 9 (13) "Federal" refers to the United States;
- 10 (14) "Foreign," when applied to **a corporation, partnership, business trust, or limited**
11 **liability company**~~[corporations, partnerships, limited partnerships, or limited~~
12 ~~liability companies]~~, includes all those incorporated or formed by authority of any
13 other state;
- 14 (15) "Generally accepted accounting principles" are those uniform minimum standards
15 of and guidelines to financial accounting and reporting as adopted by the National
16 Council on Governmental Accounting, under the auspices of the Municipal Finance
17 Officers Association and by the Financial Accounting Standards Board, under the
18 auspices of the American Institute of Certified Public Accountants;
- 19 (16) "Humane society," "society," or "Society for the Prevention of Cruelty to Animals,"
20 means any nonprofit corporation, organized under the laws of this state and having
21 as its primary purpose the prevention of cruelty to animals;
- 22 (17) "Issue," as applied to the descent of real estate, includes all the lawful lineal
23 descendants of the ancestors;
- 24 (18) "Land" or "real estate" includes lands, tenements, and hereditaments and all rights
25 thereto and interest therein, other than a chattel interest;
- 26 (19) "Legatee" and "devisee" convey the same idea;
- 27 (20) "May" is permissive;

- 1 (21) "Month" means calendar month;
- 2 (22) "Oath" includes "affirmation" in all cases in which an affirmation may be
3 substituted for an oath;
- 4 (23) "Owner" when applied to any animal, means any person having a property interest
5 in such animal;
- 6 (24) "Partnership" includes both general and limited partnerships;
- 7 (25) "Peace officer" includes sheriffs, constables, coroners, jailers, metropolitan and
8 urban-county government correctional officers, marshals, policemen, and other
9 persons with similar authority to make arrests;
- 10 (26) "Penitentiary" includes all of the state penal institutions except the houses of
11 reform;
- 12 (27) "Person" may extend and be applied to bodies-politic and corporate, societies,
13 communities, the public generally, individuals, partnerships,~~registered limited~~
14 ~~liability partnerships,~~ joint stock companies, and limited liability companies;
- 15 (28) "Personal estate" includes chattels, real and other estate that passes to the personal
16 representative upon the owner dying intestate;
- 17 (29) "Regular election" means the election in even-numbered years at which members of
18 Congress are elected and the election in odd-numbered years at which state officers
19 are elected;
- 20 (30) "Shall" is mandatory;
- 21 (31) "State" when applied to a part of the United States, includes territories, outlying
22 possessions, and the District of Columbia; "any other state" includes any state,
23 territory, outlying possession, the District of Columbia, and any foreign government
24 or country;
- 25 (32) "State funds" or "public funds" means sums actually received in cash or negotiable
26 instruments from all sources unless otherwise described by any state agency, state-
27 owned corporation, university, department, cabinet, fiduciary for the benefit of any

1 form of state organization, authority, board, bureau, interstate compact,
 2 commission, committee, conference, council, office, or any other form of
 3 organization whether or not the money has ever been paid into the Treasury and
 4 whether or not the money is still in the Treasury if the money is controlled by any
 5 form of state organization, except for those funds the management of which is to be
 6 reported to the Legislative Research Commission pursuant to KRS 42.600, 42.605,
 7 and 42.615;

8 (33) "Sworn" includes "affirmed" in all cases in which an affirmation may be substituted
 9 for an oath;

10 (34) "United States" includes territories, outlying possessions, and the District of
 11 Columbia;

12 (35) "Vacancy in office," or any equivalent phrase, means such as exists when there is an
 13 unexpired part of a term of office without a lawful incumbent therein, or when the
 14 person elected or appointed to an office fails to qualify according to law, or when
 15 there has been no election to fill the office at the time appointed by law; it applies
 16 whether the vacancy is occasioned by death, resignation, removal from the state,
 17 county or district, or otherwise;

18 (36) "Violate" includes failure to comply with;

19 (37) "Will" includes codicils; "last will" means last will and testament;

20 (38) "Year" means calendar year;

21 (39) "City" includes town;

22 (40) Appropriation-related terms are defined as follows:

23 (a) "Appropriation" means an authorization by the General Assembly to expend,
 24 from public funds, a sum of money not in excess of the sum specified, for the
 25 purposes specified in the authorization and under the procedure prescribed in
 26 KRS Chapter 48;

27 (b) "Appropriation provision" means a section of any enactment by the General

1 Assembly which is not provided for by KRS Chapter 48 and which authorizes
2 the expenditure of public funds other than by a general appropriation bill;

3 (c) "General appropriation bill" means an enactment by the General Assembly
4 that authorizes the expenditure of public funds in a branch budget bill as
5 provided for in KRS Chapter 48;

6 (41) "Mediation" means a nonadversarial process in which a neutral third party
7 encourages and helps disputing parties reach a mutually acceptable agreement.
8 Recommendations by mediators are not binding on the parties unless the parties
9 enter into a settlement agreement incorporating the recommendations;

10 (42) "Biennium" means the two (2) year period commencing on July 1 in each even-
11 numbered year and ending on June 30 in the ensuing even-numbered year; and

12 (43) "Branch budget bill" or "branch budget" means an enactment by the General
13 Assembly which provides appropriations and establishes fiscal policies and
14 conditions for the biennial financial plan for the judicial branch, the legislative
15 branch, and the executive branch, which shall include a separate budget bill for the
16 Transportation Cabinet.

17 ➔Section 121. KRS 271B.6-010 is amended to read as follows:

18 (1) The articles of incorporation shall prescribe the classes of shares and series of
19 shares within a class and the number of shares of each class and series that the
20 corporation is authorized to issue. If more than one (1) class or series of shares is
21 authorized, the articles of incorporation shall prescribe a distinguishing designation
22 for each class or series, and, prior to the issuance of shares of a class or series, the
23 preferences, limitations, and relative rights of that class or series must be described
24 in the articles of incorporation. All shares of a class shall have preferences,
25 limitations, and relative rights identical with those of other shares of the same class
26 except to the extent otherwise permitted by KRS 271B.6-020.

27 (2) The articles of incorporation shall authorize:

- 1 (a) One (1) or more classes or series of shares that together have unlimited voting
- 2 rights; and
- 3 (b) One (1) or more classes or series of shares which may be the same class or
- 4 classes as those with voting rights, that together are entitled to receive the net
- 5 assets of the corporation upon dissolution.
- 6 (3) The articles of incorporation may authorize one (1) or more classes or series of
- 7 shares that:
 - 8 (a) Have special, conditional, or limited voting rights, or no right to vote, except
 - 9 to the extent otherwise provided by this chapter;
 - 10 (b) Are redeemable or convertible as specified in the articles of incorporation:
 - 11 1. At the option of the corporation, the shareholder, or another person or
 - 12 upon the occurrence of a designated event;
 - 13 2. For cash, indebtedness, securities, or other property; or
 - 14 3. In a designated amount or in an amount determined in accordance with a
 - 15 designated formula or by reference to extrinsic data or events;
 - 16 (c) Entitle the holders to distributions calculated in any manner, including
 - 17 dividends that may be cumulative, noncumulative, or partially cumulative; or
 - 18 (d) Have preference over any other class or series of shares with respect to
 - 19 distributions, including dividends and distributions upon the dissolution of the
 - 20 corporation.
- 21 (4) Terms of shares may be made dependent upon facts objectively ascertainable
- 22 outside the articles of incorporation in accordance with subsection (2) of Section 50
- 23 of this Act~~[KRS 271B.1-200(12)]~~.
- 24 (5) The description of the designations, preferences, limitations, and relative rights of
- 25 share classes in subsection (3) of this section shall not be considered exhaustive.
- 26 ➔Section 122. KRS 362.409 is amended to read as follows:
- 27 (1) Each limited partnership shall keep, at the office referred to in KRS

1 362.407(2)~~[(1)]~~, the following records:

- 2 (a) A current list of the full names and last known business, residence, or mailing
3 addresses of all partners, separately identifying in alphabetical order the
4 general partners and the limited partners;
- 5 (b) A copy of the certificate of limited partnership and all certificates of
6 amendment thereto, together with executed copies of any powers of attorney
7 pursuant to which any certificate was executed;
- 8 (c) Copies of the limited partnership's federal, state and local income tax returns
9 and reports, if any, for the three (3) most recent years;
- 10 (d) Copies of any then effective written partnership agreement and of any
11 financial statements of the limited partnership for the three (3) most recent
12 years; and
- 13 (e) Unless contained in a written partnership agreement, a writing setting out:
- 14 1. The amount of cash and a description and statement of the agreed value
15 of the other property or services contributed by each partner and which
16 each partner has agreed to contribute;
- 17 2. The times at which, or events upon the happening of which, any
18 additional contributions agreed to be made by each partner are to be
19 made;
- 20 3. Any right of a partner to receive distributions, or of a general partner to
21 make distributions to a partner, that includes a return of all or any part of
22 the partner's contribution; and
- 23 4. Any events upon the happening of which the limited partnership is to be
24 dissolved and its affairs wound up.

25 (2) Records kept under this section may be inspected and copied during ordinary
26 business hours at the reasonable request, and at the expense, of any partner.

27 ➔Section 123. KRS 271B.16-010 is amended to read as follows:

- 1 (1) A corporation shall keep as permanent records minutes of all meetings of its
- 2 shareholders and board of directors, a record of all actions taken by the shareholders
- 3 or board of directors without a meeting, and a record of all actions taken by a
- 4 committee of the board of directors in place of the board of directors on behalf of
- 5 the corporation.
- 6 (2) A corporation shall maintain appropriate accounting records.
- 7 (3) A corporation or its agent shall maintain a record of its shareholders, in a form that
- 8 permits preparation of a list of the names and addresses of all shareholders, by class
- 9 of shares showing the number and class of shares held by each.
- 10 (4) A corporation shall maintain its records in written form or in another form capable
- 11 of conversion into written form within a reasonable time.
- 12 (5) A corporation shall keep a copy of the following records at its principal office:
- 13 (a) Its articles or restated articles of incorporation and all amendments to them
- 14 currently in effect;
- 15 (b) Its bylaws or restated bylaws and all amendments to them currently in effect;
- 16 (c) Resolutions adopted by its board of directors creating one (1) or more classes
- 17 or series of shares, and fixing their relative rights, preferences, and limitations,
- 18 if shares issued pursuant to those resolutions are outstanding;
- 19 (d) The minutes of all shareholders' meetings, and records of all action taken by
- 20 shareholders without a meeting, for the past three (3) years;
- 21 (e) All written communications to shareholders generally within the past three (3)
- 22 years, including the financial statements furnished for the past three (3) years
- 23 under KRS 271B.16-200;
- 24 (f) A list of the names and business addresses of its current directors and officers;
- 25 and
- 26 (g) Its most recent annual report delivered to the Secretary of State under Section
- 27 34 of this Act~~[KRS 271B.16-220]~~.

➔Section 124. KRS 75.430 is amended to read as follows:

(1) Each recognized and certified fire department created pursuant to KRS Chapter 273 shall send a copy of its annual report as required by Section 34 of this Act~~[KRS 273.3671]~~ to the commission at the time the report is filed with the Secretary of State.

(2) The governing body of each recognized and certified volunteer fire department created pursuant to KRS Chapter 273 which, for the year in question, receives from all sources or expends for all purposes less than one hundred thousand dollars (\$100,000) shall prepare a financial statement and submit it to the commission by July 31 of each year.

(3) The governing body of each recognized and certified volunteer fire department created pursuant to KRS Chapter 273 which, for the year in question, receives from all sources or expends for all purposes one hundred thousand dollars (\$100,000) or more shall prepare a financial statement and shall employ an independent certified public accountant or contract with the Auditor of Public Accounts to perform a review of the financial statement, and shall submit the reviewed statement to the commission by July 31 of each year.

➔Section 125. KRS 273.320 is amended to read as follows:

A corporation may be dissolved involuntarily by a decree of the Circuit Court in an action filed by the Attorney General when it is established that:

(1) The corporation is guilty of abuse or misuse of its corporate powers, privileges or franchises, or the corporation has become detrimental to the interest and welfare of the Commonwealth of Kentucky or its citizens; or

(2) The corporation procured its articles of incorporation through fraud; or

(3) The corporation has failed~~[for six (6) months]~~ to file its annual report as required by Section 34 of this Act~~[KRS 273.3671]~~; or

(4) The corporation has failed~~[for six (6) months]~~ to appoint and maintain a registered

1 agent in this state; or

2 (5) The corporation has failed~~[for six (6) months]~~ after change of its registered agent to
3 file in the office of the Secretary of State a statement of such change.

4 ➔Section 126. KRS 275.360 is amended to read as follows:

5 (1) The business entity surviving from the merger shall deliver to the Secretary of State
6 for filing articles of merger duly executed by each constituent business entity setting
7 forth:

8 (a) The name and jurisdiction of formation or organization of each constituent
9 business entity which is to merge;

10 (b) The plan of merger;

11 (c) The name of the surviving business entity;

12 (d) A statement that the plan of merger was duly authorized and approved by each
13 constituent business entity in accordance with KRS 275.350; and

14 (e) If the surviving entity is not a business entity organized under the laws of this
15 Commonwealth, a statement that the surviving business entity:

16 1. Agrees that it may be served with process in this Commonwealth in any
17 proceeding for enforcement of any obligation of any constituent business
18 entity party to the merger that was organized under the laws of this
19 Commonwealth, as well as for enforcement of any obligation of the
20 surviving business entity arising from the merger; and

21 2. Appoints the Secretary of State as its agent for service of process in any
22 such proceeding. The surviving entity shall specify the address to which
23 a copy of the process shall be mailed to it by the Secretary of State.

24 (2) A merger shall take effect upon the later of the effective date of the filing of the
25 articles of merger or the date set forth in the articles of merger.

26 (3) The articles of merger shall be executed by a limited liability company that is a
27 party to the merger in the manner provided for in Section 9 of this Act~~[KRS~~

1 ~~275.045]~~ and shall be filed with the Secretary of State in the manner provided for in
 2 Section 8 of this Act~~[KRS 275.045]~~.

- 3 (4) A plan of merger approved in accordance with KRS 275.350 may effect any
 4 amendment to an operating agreement for a limited liability company if it is the
 5 surviving company in the merger. An approved plan of merger may also provide
 6 that the operating agreement of any constituent limited liability company to the
 7 merger, including a limited liability company formed for the purpose of
 8 consummating a merger, shall be the operating agreement of the limited liability
 9 company that is the surviving business entity. Any amendment to an operating
 10 agreement or adoption of a new operating agreement made pursuant to this
 11 subsection shall be effective at the effective time or date of the merger. The
 12 provisions of this subsection shall not be construed to limit the accomplishment of a
 13 merger or of any of the matters referred to in this section by any other means
 14 provided for in an operating agreement or other agreement or as otherwise permitted
 15 by law.

16 ➔Section 127. KRS 362.1-905 is amended to read as follows:

- 17 (1) Pursuant to a plan of merger approved as provided in subsection (3) of this section,
 18 a partnership may be merged with one (1) or more partnerships or limited
 19 partnerships.
- 20 (2) The plan of merger shall set forth:
- 21 (a) The name of each partnership or limited partnership that is a party to the
 22 merger;
- 23 (b) The name of the surviving entity into which the other partnerships or limited
 24 partnerships will merge;
- 25 (c) Whether the surviving entity is a partnership or a limited partnership and the
 26 status of each partner;
- 27 (d) The terms and conditions of the merger;

1 (e) The manner and basis of converting the interests of each party to the merger
 2 into interests or obligations of the surviving entity, or into money or other
 3 property in whole or part; and

4 (f) The street address of the surviving entity's chief executive office.

5 (3) The plan of merger shall be approved:

6 (a) In the case of a partnership that is a party to the merger, by all of the partners,
 7 or a number or percentage specified for merger in the partnership agreement;
 8 and

9 (b) In the case of a limited partnership that is a party to the merger, by the vote
 10 required for approval of a merger by the law of the state or foreign jurisdiction
 11 in which the limited partnership is organized and, in the absence of such a
 12 specifically applicable law, by all of the partners, notwithstanding a provision
 13 to the contrary in the partnership agreement.

14 (4) After a plan of merger is approved and before the merger takes effect, the plan may
 15 be amended or abandoned as provided in the plan.

16 (5) The merger takes effect on the later of:

17 (a) The approval of the plan of merger by all parties to the merger, as provided in
 18 subsection (3) of this section;

19 (b) The filing of all documents required by law to be filed as a condition to the
 20 effectiveness of the merger; or

21 (c) Subject to **Section 14 of this Act**~~[KRS 362.1-110]~~, any effective date specified
 22 in the plan of merger.

23 ➔Section 128. KRS 362.1-122 is amended to read as follows:

24 (1) The Secretary of State may commence a proceeding to administratively dissolve a
 25 statement of qualification if:

26 (a) The limited liability partnership does not file its annual report with the
 27 Secretary of State within sixty (60) days after it is due;

- 1 (b) The limited liability partnership is without a registered agent or registered
2 office in this Commonwealth for sixty (60) days or more; or
- 3 (c) The limited liability partnership does not notify the Secretary of State within
4 sixty (60) days that its registered agent or registered office has been changed,
5 that its registered agent has resigned, or that its registered office has been
6 discontinued.
- 7 (2) If the Secretary of State determines that one (1) or more grounds exist under
8 subsection (1) of this section for the administrative dissolution of a statement of
9 qualification, then he shall serve the partnership with written notice of his
10 determination by mailing such notice by first class mail to the limited liability
11 partnership at the street address of the partnership's chief executive office as set
12 forth in the partnership's most recent annual report filed pursuant to KRS 362.1-121
13 or, if none, that set forth in the statement of partnership qualification filed pursuant
14 to KRS 362.1-1001 or the statement of foreign qualification filed by a foreign
15 limited liability partnership pursuant to KRS 362.1-1102.
- 16 (3) If the limited liability partnership does not correct each ground for dissolution or
17 demonstrate to the reasonable satisfaction of the Secretary of State that each ground
18 determined by the Secretary of State does not exist within sixty (60) days from the
19 date on which the notice was mailed, then the Secretary of State shall
20 administratively dissolve the statement of qualification by signing a certificate of
21 dissolution that recites the ground or grounds for dissolution and its effective date.
22 The Secretary of State shall file the original certificate and serve a copy on the
23 limited liability partnership by mailing such certificate by first class mail to the
24 partnership at its registered office. The administrative dissolution of a statement of
25 qualification shall not terminate the authority of the registered agent of the
26 partnership.
- 27 (4) The administrative dissolution of a statement of qualification affects only the

1 partnership's status as a limited liability partnership and is not an event of
2 dissolution of the partnership.

3 (5) The partnership whose statement of qualification has been administratively
4 dissolved may apply to the Secretary of State for reinstatement of the statement at
5 any time after the effective date of the dissolution by filing an application that:

6 (a) Recites the name of the partnership, identifies the statement that was
7 administratively dissolved and the effective date of that administrative
8 dissolution;

9 (b) States that the ground or grounds for dissolution either did not exist or have
10 been eliminated;

11 (c) States that the name of the partnership satisfies the requirements of Section 23
12 of this Act~~[KRS 362.1-114]~~; and

13 (d) Is accompanied by the reinstatement penalty and the current fee for filing each
14 delinquent annual report.

15 (6) If the Secretary of State determines that the application contains the information
16 required by subsection (5) of this section and that the information provided therein
17 is correct, then the Secretary of State shall cancel the certificate of administrative
18 dissolution and prepare a certificate reciting the cancellation of the administrative
19 dissolution and the effective date thereof, file the original of the certificate, and
20 serve a copy on the partnership by mailing the certificate by first class mail to the
21 partnership at its registered office. When the revocation of the administrative
22 dissolution is effective, it shall relate back to and take effect as of the effective date
23 of the administrative dissolution, and the statement or statements shall be in full
24 force and effect as if the administrative dissolution had never occurred.

25 (7) If the Secretary of State denies a partnership's application for reinstatement of its
26 statement of qualification following administrative dissolution, then he shall serve
27 the partnership with written notice that explains the reason or reasons for denial by

mailing the notice by first class mail to the partnership at its registered office. The partnership may appeal the denial of reinstatement to the Franklin Circuit Court within thirty (30) days after the service of the notice of the denial transmitted to the partnership. The partnership may appeal by petitioning the court to set aside the administrative dissolution and attaching to the petition copies of the Secretary of State's certificate of administrative dissolution, the partnership's application for reinstatement, and the Secretary of State's notice of denial. The court may summarily order the Secretary of State to reinstate the statement of qualification or may take any other action the court considers appropriate. The court's final decision may be appealed as in any other civil proceedings.

→ Section 129. KRS 362.1-303 is amended to read as follows:

(1) A partnership may file a statement of partnership authority, which:

(a) Shall include:

1. The name of the partnership, which shall comply with Section 23 of this Act~~[KRS 362.1-114 and 362.1-1002]~~;
2. The street address of its chief executive office and of one (1) office in this Commonwealth, if any;
3. The names and mailing addresses of all of the partners or of an agent appointed and maintained by the partnership for the purpose of subsection (2) of this section;
4. The names of the partners authorized to execute an instrument transferring real property held in the name of the partnership;
5. The date any statement of qualification or statement of foreign qualification was previously filed by the partnership with the Secretary of State; and

(b) May state the authority, or limitations on the authority, of some or all of the partners to enter into other transactions on behalf of the partnership and any

1 other matter.

2 (2) The agent named in the statement of partnership authority pursuant to subsection
3 (1)(a)3. of this section, if any, shall maintain a list of the names and mailing
4 addresses of all of the partners and make it available to any person on written
5 request for good cause shown.

6 (3) If a filed statement of partnership authority is executed pursuant to KRS 362.1-
7 105(3) and states the name of the partnership but does not contain all of the other
8 information required by subsection (1) of this section, then the statement
9 nevertheless operates with respect to a person not a partner as provided in
10 subsections (4) and (5) of this section.

11 (4) Except as otherwise provided in subsection (7) of this section, a filed statement of
12 partnership authority supplements the authority of a partner to enter into
13 transactions on behalf of the partnership as follows:

14 (a) Except for transfers of real property, a grant of authority contained in a filed
15 statement of partnership authority is conclusive in favor of a person who gives
16 value without notice to the contrary, so long as and to the extent that a
17 limitation on that authority is not then contained in another filed statement. A
18 filed cancellation of a limitation on authority revives the previous grant of
19 authority.

20 (b) A grant of authority to transfer real property held in the name of the
21 partnership contained in a certified copy of a filed statement of partnership
22 authority recorded in the office for recording transfers of that real property is
23 conclusive in favor of a person who gives value without having notice to the
24 contrary, so long as and to the extent that a certified copy of a filed statement
25 containing a limitation on that authority is not then of record in the office for
26 recording transfers of that real property. The recording in the office for
27 recording transfers of that real property of a certified copy of a filed

1 cancellation of a limitation on authority revives the previous grant of
2 authority.

3 (5) A person not a partner has knowledge of a limitation on the authority of a partner to
4 transfer real property held in the name of the partnership if a certified copy of the
5 filed statement containing the limitation on authority is of record in the office for
6 recording transfers of that real property.

7 (6) Except as otherwise provided in subsections (4) and (5) of this section and KRS
8 362.1-702 and 362.1-803, a person not a partner does not have notice of a limitation
9 on the authority of a partner merely because the limitation is contained in a filed
10 statement.

11 (7) Unless earlier canceled, a filed statement of partnership authority is canceled by
12 operation of law five (5) years after the date on which the statement, or the most
13 recent amendment to the statement of partnership authority expressly extending its
14 term for not more than five (5) years from the date of the amendment, was filed
15 with the Secretary of State.

16 ➔Section 130. KRS 362.1-122 is amended to read as follows:

17 (1) The Secretary of State may commence a proceeding to administratively dissolve a
18 statement of qualification if:

19 (a) The limited liability partnership does not file its annual report with the
20 Secretary of State within sixty (60) days after it is due;

21 (b) The limited liability partnership is without a registered agent or registered
22 office in this Commonwealth for sixty (60) days or more; or

23 (c) The limited liability partnership does not notify the Secretary of State within
24 sixty (60) days that its registered agent or registered office has been changed,
25 that its registered agent has resigned, or that its registered office has been
26 discontinued.

27 (2) If the Secretary of State determines that one (1) or more grounds exist under

subsection (1) of this section for the administrative dissolution of a statement of qualification, then he shall serve the partnership with written notice of his determination by mailing such notice by first class mail to the limited liability partnership at the street address of the partnership's chief executive office as set forth in the partnership's most recent annual report filed pursuant to Section 34 of this Act~~[KRS 362.1-121]~~ or, if none, that set forth in the statement of partnership qualification filed pursuant to KRS 362.1-1001 or the statement of foreign qualification filed by a foreign limited liability partnership pursuant to KRS 362.1-1102.

(3) If the limited liability partnership does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the Secretary of State that each ground determined by the Secretary of State does not exist within sixty (60) days from the date on which the notice was mailed, then the Secretary of State shall administratively dissolve the statement of qualification by signing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. The Secretary of State shall file the original certificate and serve a copy on the limited liability partnership by mailing such certificate by first class mail to the partnership at its registered office. The administrative dissolution of a statement of qualification shall not terminate the authority of the registered agent of the partnership.

(4) The administrative dissolution of a statement of qualification affects only the partnership's status as a limited liability partnership and is not an event of dissolution of the partnership.

(5) The partnership whose statement of qualification has been administratively dissolved may apply to the Secretary of State for reinstatement of the statement at any time after the effective date of the dissolution by filing an application that:

(a) Recites the name of the partnership, identifies the statement that was

1 administratively dissolved and the effective date of that administrative
2 dissolution;

3 (b) States that the ground or grounds for dissolution either did not exist or have
4 been eliminated;

5 (c) States that the name of the partnership satisfies the requirements of KRS
6 362.1-114; and

7 (d) Is accompanied by the reinstatement penalty and the current fee for filing each
8 delinquent annual report.

9 (6) If the Secretary of State determines that the application contains the information
10 required by subsection (5) of this section and that the information provided therein
11 is correct, then the Secretary of State shall cancel the certificate of administrative
12 dissolution and prepare a certificate reciting the cancellation of the administrative
13 dissolution and the effective date thereof, file the original of the certificate, and
14 serve a copy on the partnership by mailing the certificate by first class mail to the
15 partnership at its registered office. When the revocation of the administrative
16 dissolution is effective, it shall relate back to and take effect as of the effective date
17 of the administrative dissolution, and the statement or statements shall be in full
18 force and effect as if the administrative dissolution had never occurred.

19 (7) If the Secretary of State denies a partnership's application for reinstatement of its
20 statement of qualification following administrative dissolution, then he shall serve
21 the partnership with written notice that explains the reason or reasons for denial by
22 mailing the notice by first class mail to the partnership at its registered office. The
23 partnership may appeal the denial of reinstatement to the Franklin Circuit Court
24 within thirty (30) days after the service of the notice of the denial transmitted to the
25 partnership. The partnership may appeal by petitioning the court to set aside the
26 administrative dissolution and attaching to the petition copies of the Secretary of
27 State's certificate of administrative dissolution, the partnership's application for

reinstatement, and the Secretary of State's notice of denial. The court may summarily order the Secretary of State to reinstate the statement of qualification or may take any other action the court considers appropriate. The court's final decision may be appealed as in any other civil proceedings.

➔Section 131. KRS 362.2-111 is amended to read as follows:

A limited partnership shall maintain at its designated office the following information:

- (1) A current list showing the full name and last known street and mailing address of each partner, separately identifying the general partners, in alphabetical order, and the limited partners, in alphabetical order;
- (2) A copy of the initial certificate of limited partnership and all amendments to and restatements of the certificate, together with signed copies of any powers of attorney under which any certificate, amendment, or restatement has been signed;
- (3) A copy of any filed articles of conversion or merger;
- (4) A copy of the limited partnership's federal, state, and local income tax returns and reports, if any, for the three (3) most recent years;
- (5) A copy of any partnership agreement made in record form and any amendment made in record form to any partnership agreement;
- (6) A copy of any financial statement of the limited partnership for the three (3) most recent years;
- (7) A copy of the three (3) most recent annual reports delivered by the limited partnership to the Secretary of State pursuant to Section 34 of this Act~~[KRS 362.2-210]~~;
- (8) A copy of any record made by the limited partnership during the past three (3) years of any consent given by or vote taken of any partner pursuant to this subchapter or the partnership agreement; and
- (9) Unless contained in a partnership agreement in record form, a record stating:
 - (a) The amount of cash, and a description and statement of the agreed value of the

1 other benefits, contributed and agreed to be contributed by each partner;

2 (b) The times at which, or events on the happening of which, any additional
3 contributions agreed to be made by each partner are to be made;

4 (c) For any person that is both a general partner and a limited partner, a
5 specification of what transferable interest the person owns in each capacity;
6 and

7 (d) Any events upon the happening of which the limited partnership is to be
8 dissolved and its activities wound up.

9 ➔Section 132. KRS 271B.10-070 is amended to read as follows:

10 (1) A corporation's board of directors may restate its articles of incorporation at any
11 time with or without shareholder action.

12 (2) The restatement may include one (1) or more amendments to the articles. If the
13 restatement includes an amendment requiring shareholder approval, it shall be
14 adopted as provided in KRS 271B.10-030.

15 (3) If the board of directors submits a restatement for shareholder action, the
16 corporation shall notify each shareholder, whether or not entitled to vote, of the
17 proposed shareholders' meeting in accordance with KRS 271B.7-050. The notice
18 shall also state that the purpose, or one (1) of the purposes, of the meeting is to
19 consider the proposed restatement and contain or be accompanied by a copy of the
20 restatement that identifies any amendment or other change it would make in the
21 articles.

22 (4) A corporation restating its articles of incorporation shall deliver to the secretary of
23 state for filing articles of restatement setting forth the name of the corporation and
24 the text of the restated articles of incorporation together with a certificate setting
25 forth:

26 (a) Whether the restatement contains an amendment to the articles requiring
27 shareholder approval and, if it does not, that the board of directors adopted the

1 restatement; or

2 (b) If the restatement contains an amendment to the articles requiring shareholder
3 approval, the information required by KRS 271B.10-060.

4 (5) Restated articles of incorporation supersede the original articles of incorporation
5 and all amendments to them when the restated articles of incorporation become
6 effective pursuant to Section 14 of this Act~~[KRS 271B.1-230]~~.

7 (6) The secretary of state may certify restated articles of incorporation as the articles of
8 incorporation currently in effect, without including the certificate information
9 required by subsection (4) of this section.

10 ➔Section 133. KRS 304.3-230 is amended to read as follows:

11 (1) Upon issuance of a certificate of authority to do business in this state, the following
12 shall be deemed to have appointed the Secretary of State as their attorney to receive
13 service of lawful process issued against them in this state:

14 (a) Foreign or alien insurers;

15 (b) Domestic reciprocal insurers;

16 (c) Domestic Lloyd's insurers;

17 (d) Qualified self-insurers.

18 (2) Such appointment shall be irrevocable, shall bind any successor in interest or to the
19 assets or liabilities of the insurer, and shall remain in effect as long as there is in
20 force in this state or elsewhere a contract that would give rise to a cause of action in
21 this state, made by the insurer, or liabilities or duties arising therefrom.

22 (3) Service of lawful process against unauthorized insurers, except in contracts issued
23 by insurers or underwriters to those insureds specified in KRS 304.11-020, shall be
24 made upon the Secretary of State, as provided in KRS 304.11-040.

25 (4) Service of lawful process against authorized domestic insurers shall be had pursuant
26 to Section 31 of this Act~~[KRS 271B.5-040]~~.

27 (5) If the Secretary of State is by law the lawful attorney for service of process, the

clerk of the court in which action is brought shall issue a summons against the defendant named in the complaint and shall serve by certified mail, return receipt requested, two (2) true copies of the summons with two (2) attested copies of plaintiff's complaint to the Secretary of State. The Secretary of State shall immediately mail a copy of the summons and complaint to the defendant; if an authorized insurer, to the person designated pursuant to subsection (7) of KRS 304.3-150, and if an unauthorized insurer to the last known principal place of business. The letter shall be posted by prepaid certified mail, return receipt requested, and shall bear the return address of the Secretary of State. The Secretary of State shall make a return to the court showing that the acts contemplated by this statute have been performed, and shall attach to his return the registry receipt, if any. Summons shall be deemed to be served on the return of the Secretary of State and the action shall proceed as provided in the Kentucky Rules of Civil Procedure.

(6) The Secretary of State shall keep a record of the date and hour of receipt of such lawful process, as well as the date it is forwarded to the defendant.

(7) For the purpose of this section, "lawful process" shall include only the summons which initiates and commences a cause of action, and such other initial notices, rules, or orders which would be required by the Kentucky Rules of Civil Procedure to be by personal service.

(8) The sheriff serving the summons upon the Secretary of State shall pay to him at the time of service a fee in the amount set forth in KRS 454.210, which shall be taxed as costs in the action.

→ Section 134. KRS 365.015 is amended to read as follows:

(1) (a) The real name of an individual shall include his or her surname at birth, or his or her name as changed by a court of competent jurisdiction, or the surname of a married woman.

(b) The real name of a domestic:

1. General partnership that is not a limited liability partnership and that has not filed a statement of partnership authority is that name which includes the real name of each of the partners;
2. General partnership that is not a limited liability partnership and that has filed a statement of partnership authority is the name set forth on the statement of partnership authority;
3. General partnership that is a limited liability partnership is the name stated on the statement of qualification filed pursuant to KRS 362.1-1001 or predecessor law;
4. Limited partnership is that name stated in its certificate of limited partnership filed pursuant to KRS 362.2-201 or predecessor law;
5. Business trust is the name set forth in the declaration of trust;
6. Corporation is the name set forth in its articles of incorporation; and
7. Limited liability company is the name set forth in its articles of organization.

(c) The real name of a foreign:

1. General partnership is the name recognized by the laws of the jurisdiction under which it is formed as being the real name;
2. Limited liability partnership is the name stated in its statement of foreign qualification filed pursuant to KRS 362.1-1102 or predecessor law;
3. Limited partnership is the name set forth in its certificate of limited partnership or the fictitious name adopted for use in this Commonwealth under Sections 23 to 27 of this Act[KRS 362.2-905] or predecessor law;
4. Business trust is the name recognized by the laws of the jurisdiction under which it is formed as being the real name of the business trust;
5. Corporation is the name set forth in its articles of incorporation or the fictitious name adopted for use in this Commonwealth under Sections

1 23 to 27 of this Act or predecessor law~~[KRS 271B.15-060]~~; and

2 6. Limited liability company is the name set forth in its articles of
3 organization or the fictitious name adopted for use in this
4 Commonwealth under Sections 23 to 27 of this Act or predecessor
5 law~~[KRS 275.410]~~.

6 (2) (a) No individual, general partnership, limited partnership, business trust,
7 corporation, or limited liability company shall conduct or transact business in
8 this Commonwealth under an assumed name or any style other than his or its
9 real name, as defined in subsection (1) of this section, unless such individual,
10 partnership, limited partnership, business trust, corporation, or limited liability
11 company has filed a certificate of assumed name;

12 (b) The certificate shall state the assumed name under which the business will be
13 conducted or transacted, the real name of the individual, partnership, limited
14 partnership, business trust, corporation, or limited liability company and his or
15 its address, including street and number, if any;

16 (c) A separate certificate shall be filed for each assumed name;

17 (d) No certificate to be filed with the Secretary of State shall set forth an assumed
18 name which is not distinguishable upon the records of the Secretary of State
19 from any other name previously filed and on record with the Secretary of
20 State;

21 (e) The certificate shall be executed for an individual, by the individual; for a
22 general partnership, by at least one (1) partner authorized to do so by the
23 partners; for a limited partnership, by a general partner; for a business trust, by
24 a trustee; for a corporation, by any person authorized to act for the
25 corporation; and for a limited liability company, by a member or manager
26 authorized to act for the limited liability company.

27 (3) Each certificate of assumed name for an individual shall be filed with the county

1 clerk where the person maintains his or her principal place of business. Each
2 certificate of assumed name for a general partnership, limited partnership, business
3 trust, corporation, or limited liability company shall be delivered to the Secretary of
4 State for filing, accompanied by one (1) exact or conformed copy. One (1) of the
5 exact or conformed copies stamped as "filed" by the Secretary of State shall be filed
6 with the county clerk of the county where the entity maintains its registered agent
7 for service of process or, if no registered agent for service of process is required,
8 then with the county clerk of the county where the entity maintains its principal
9 office. If the entity does not maintain a registered agent for service of process and
10 does not maintain a principal office in this Commonwealth, then the certificate of
11 assumed name shall be filed only with the Secretary of State.

12 (4) An assumed name shall be effective for a term of five (5) years from the date of
13 filing and may be renewed for successive terms upon filing a renewal certificate
14 within six (6) months prior to the expiration of the term, in the same manner of
15 filing the original certificate as set out in subsection (3) of this section. Any
16 certificate in effect on July 15, 1998, shall continue in effect for five (5) years and
17 may be renewed by filing a renewal certificate with the Secretary of State.

18 (5) Upon discontinuing the use of an assumed name, the certificate shall be withdrawn
19 by filing a certificate in the office wherein the original certificate of assumed name
20 was filed. The certificate of withdrawal shall state the assumed name, the real name
21 and address of the party formerly transacting business under the assumed name and
22 the date upon which the original certificate was filed. The certificate of withdrawal
23 shall be signed for a general partnership by at least one (1) partner authorized to act
24 for the partnership, for a limited partnership by a general partner, for a business trust
25 by a trustee, for a corporation by any person authorized to act for the corporation,
26 and for a limited liability company by a member or manager authorized to act for
27 the limited liability company.

1 (6) A general partnership, except a limited liability partnership, shall amend an
2 assumed name to reflect a change in the identity of partners. The amendment shall
3 set forth:

4 (a) The assumed name and date of original filing;

5 (b) A statement setting out the changes in identity of the partners; and

6 (c) Shall be signed by at least one (1) partner authorized to do so by the partners.

7 (7) The filing of a certificate of assumed name shall not automatically prevent the use
8 of that name or protect that name from use by other persons.

9 (8) In the event of the merger or conversion of a partnership, limited partnership,
10 business trust, corporation, or limited liability company, any certificate of assumed
11 name filed by a party to a merger or conversion shall remain in full force and effect,
12 as provided in subsection (4) of this section, as if originally filed by the business
13 organization which survives the merger or conversion.

14 (9) A certificate of assumed name may be amended to revise the real name or the
15 address of the person or business organization holding the certificate of assumed
16 name.

17 (10) A certificate of assumed name, or its amendment or cancellation, shall be effective
18 on the date it is filed, as evidenced by the Secretary of State's date and time
19 endorsement on the original document, or at a time specified in the document as its
20 effective time on the date it is filed. The document may specify a delayed effective
21 time and date and, if it does so, the document shall become effective at the time and
22 date specified. If a delayed effective date but no time is specified, the document
23 shall be effective at the close of business on that date. A delayed effective date for a
24 document shall not be later than the ninetieth day after the date it is filed.

25 (11) The county clerk shall receive a fee pursuant to KRS 64.012 for filing each
26 certificate, and the Secretary of State shall receive a fee of twenty dollars (\$20) for
27 filing each certificate, amendment, and renewal certificate.

1 ➔ Section 135. KRS 272.010 is amended to read as follows:

2 (1) As used in KRS 272.020 to 272.044~~[272.050]~~:

3 (a) "Cooperative corporation" means a business concern that distributes the net
4 profit of its business by first paying a fixed dividend upon its stock, if any, and
5 then prorating the remainder of its profits as patronage refunds to its
6 stockholders, members or customers, as provided in bylaws;

7 (b) "Patronage refund" means the portion of net profit returned to member patrons
8 or to all patrons in proportion to their patronage. In the case of an employee
9 cooperative in which only employees are voting members, "patronage" means
10 the amount or value of work performed by an employee, as provided in
11 bylaws;

12 (c) "Stockholder" means the holder of voting stock in a cooperative corporation
13 organized with shares;

14 (d) "Member" means the holder of a membership in a cooperative corporation
15 organized with memberships;

16 (e) "Membership" means a lifetime payment made to a cooperative corporation to
17 secure or provide services, not made in expectation of dividend or profit, and
18 without any redemption value except at time of dissolution. The articles of
19 incorporation or bylaws may specify the conditions under which a
20 membership may be terminated;

21 (f) "Nonprofit basis" means that no part of the income or profit of the cooperative
22 corporation is distributable to its members, directors or officers except in the
23 form of patronage refunds;

24 (g) "Entity" includes a domestic or foreign corporation and corporation; not-for-
25 profit corporation; profit and not-for-profit unincorporated association;
26 business or statutory trust; estate; partnership; limited partnership; limited
27 liability company; trust; two (2) or more persons having a joint or common

- 1 economic interest; and state, United States, and foreign government;
- 2 (h) "Name of record with the Secretary of State" means any real, fictitious,
- 3 reserved, registered, or assumed name of a business entity; and
- 4 (i) "Real name" shall have the meaning set forth in KRS 365.015.
- 5 (2) As used in KRS 272.360 to 272.510, unless the content for such requires otherwise,
- 6 the term:
- 7 (a) "Livestock" shall mean sheep, cattle, hogs, horses, jacks, mules, poultry, or
- 8 any other animal or bird commonly kept on the farm;
- 9 (b) "Farmer" shall mean any individual, firm, partnership, limited partnership,
- 10 limited liability company, corporation, or farm management group which
- 11 derives a portion or all of its income from the production of live stock
- 12 domiciled on a farm within the Commonwealth;
- 13 (c) "Member" shall include actual members of the association organized under
- 14 KRS 272.360 to 272.510;
- 15 (d) "Association" means any corporation organized under KRS 272.360 to
- 16 272.510; and
- 17 (e) "Department" shall mean the Department of Agriculture.
- 18 (3) Associations organized under KRS 272.360 to 272.510 shall be termed nonprofit
- 19 inasmuch as they are not organized to make profit for themselves.

20 ➔Section 136. KRS 272.040 is amended to read as follows:

21 Any cooperative company may become subject to the provisions of KRS 272.020 to

22 272.044~~[272.050]~~ by filing with the Secretary of State a declaration signed and sworn to

23 by the president and secretary that the company, by a majority vote of its stockholders or

24 members, has decided to adopt KRS 272.020 to 272.044~~[272.050]~~. There shall be paid to

25 the Secretary of State a fee of two dollars (\$2) for filing the declaration.

26 ➔Section 137. KRS 272.042 is amended to read as follows:

27 Unless otherwise provided in KRS 272.010(1) and KRS 272.020 to 272.044~~[272.050]~~, a

1 cooperative corporation organized with shares shall be subject to the provisions of KRS
 2 Chapter 271B, and a cooperative corporation organized with memberships and operated
 3 on a nonprofit basis shall be subject to the provisions of KRS 273.161 to 273.390.

4 ➔Section 138. KRS 272.044 is amended to read as follows:

5 The provisions of KRS 272.010(1) and 272.020 to 272.044~~[272.050]~~ are applicable only
 6 to cooperative associations organized under KRS 272.020 to 272.044~~[272.050]~~.

7 ➔Section 139. KRS 272.990 is amended to read as follows:

8 (1) Any corporation, association or company using the word "cooperative" as part of its
 9 name in violation of KRS 272.044~~[272.050]~~ shall be fined not less than fifty dollars
 10 (\$50) nor more than one thousand dollars (\$1,000), and may be enjoined from doing
 11 business under that name by any corporation, or stockholder thereof, organized
 12 under KRS 272.020 to 272.044~~[272.050]~~.

13 (2) Any individual or any corporation whose officers or employees knowingly induce
 14 or attempt to induce any member to break his marketing contract with an
 15 association or who maliciously and knowingly spreads false reports about the
 16 finances or management of any association shall be fined not less than one hundred
 17 dollars (\$100) nor more than one thousand dollars (\$1,000) for each offense, and
 18 shall be liable to the association aggrieved in a civil suit in the penal sum of five
 19 hundred dollars (\$500) for each offense.

20 (3) Any person conducting a warehouse in this state who persuades or permits any
 21 member of any association to breach his marketing contract with the association by
 22 receiving his products for sale, auction or display contrary to the terms of any
 23 marketing contract of which the offender has notice shall be liable to the association
 24 aggrieved in a civil suit in the penal sum of five hundred dollars (\$500) for each
 25 offense, and shall also pay the association a reasonable attorney's fee and all the
 26 costs of the action against him. The association may obtain an injunction against
 27 such warehouseman to prevent further breaches and a multiplicity of actions.

1 ➔ Section 140. KRS 292.400 is amended to read as follows:

2 KRS 292.340 to 292.390 shall not apply to any of the following:

- 3 (1) Any security, including a revenue obligation, issued or guaranteed by the United
4 States, any state, any political subdivision of a state, or any agency or corporate or
5 other instrumentality of one (1) or more of the foregoing; or any certificate of
6 deposit for any of the foregoing;
- 7 (2) Any security issued or guaranteed by Canada, any Canadian province, any political
8 subdivision of any such province, any agency or corporate or other instrumentality
9 of one (1) or more of the foregoing, or any other foreign government with which the
10 United States currently maintains diplomatic relations, if the security is recognized
11 as a valid obligation by the issuer or guarantor;
- 12 (3) Any security issued by and representing an interest in or a debt of, or guaranteed by,
13 any bank organized under the laws of the United States, or any bank, savings
14 institutions, or trust company organized and supervised under the laws of any state;
- 15 (4) Any security issued by and representing an interest in or a debt of, or guaranteed by,
16 any federal savings and loan association, or any building and loan or similar
17 association organized under the laws of any state and authorized to do business in
18 this state;
- 19 (5) Securities issued by corporations formed under KRS Chapter 279;
- 20 (6) Any security issued or guaranteed by any federal credit union or any credit union;
- 21 (7) Any security issued or guaranteed by any common carrier, public utility, or holding
22 company which is:
 - 23 (a) A registered holding company under the Public Utility Holding Company Act
24 of 1935 or a subsidiary of such a company within the meaning of that act;
 - 25 (b) Regulated in respect of its rates and charges by a governmental authority of
26 the United States or any state or municipality; or
 - 27 (c) Regulated in respect of the issuance or guarantee of the security by a

1 governmental authority of the United States, any state, Canada, or any
2 Canadian province;

3 (8) Any security listed or approved for listing upon notice of issuance on the New York
4 Stock Exchange, the American Stock Exchange, the Chicago Stock Exchange, the
5 Pacific Stock Exchange, the Philadelphia Stock Exchange, the Chicago Board
6 Options Exchange, or any other stock exchange approved by the executive director;
7 any other security of the same issuer which is of senior or substantially equal rank;
8 any security called for by subscription rights or warrants so listed or approved; or
9 any warrant or right to purchase or subscribe to any of the foregoing. This
10 exemption is available only for securities listed on Tier I of those exchanges having
11 more than one (1) tier;

12 (9) Any security issued by any person organized and operated not for private profit but
13 exclusively for religious, educational, benevolent, charitable, fraternal, social,
14 athletic, or reformatory purposes, or as a chamber of commerce or trade or
15 professional association;

16 (10) Any commercial paper which arises out of a current transaction or the proceeds of
17 which have been or are to be used for current transactions, and which evidence an
18 obligation to pay cash within nine (9) months of the date of issuance, exclusive of
19 days of grace, or any renewal of the paper which is likewise limited, or any
20 guarantee of the paper or of any renewal;

21 (11) Any security issued in connection with an employee stock purchase, stock option,
22 savings, pension, profit-sharing, or similar benefit plan, including any underlying
23 security. For those plans that do not qualify under Section 401 of the Internal
24 Revenue Code and that provide for contribution by employees, the securities are
25 exempt if a notice specifying the terms of the plan is filed with the executive
26 director before the securities are issued or before December 31, 1998, and the
27 executive director does not disallow the exemption within the next five (5) business

1 days. The executive director may, by rule, modify any requirement for a specific
 2 class of issuers or impose additional requirements for this exemption or waive any
 3 requirement;

4 (12) Securities issued by corporations formed under or which have adopted the
 5 provisions of KRS 272.101 to 272.345 and patronage dividends or refunds be they
 6 in the form of stock, book equities, letters of credit, or letters of advice issued by
 7 any agricultural cooperative association which are the result of distributable
 8 earnings or savings;

9 (13) Memberships and voting stock issued by cooperative corporations formed under or
 10 which have adopted the provisions of KRS 272.020 to 272.044~~[272.050]~~, and
 11 patronage refunds issued by cooperative corporations which are the result of
 12 distributable earnings or savings;

13 (14) Any security for which the executive director expressly by rule or order finds that
 14 registration is not necessary or appropriate in the public interest or for the protection
 15 of investors; or

16 (15) Any security issued by and representing an interest in or a debt of, or guaranteed by,
 17 any insurance company organized under the laws of any state and authorized to do
 18 business in this state.

19 ➔Section 141. KRS 275.020 is amended to read as follows:

20 (1) One (1) or more persons may serve as the organizer and form a limited liability
 21 company by delivering articles of organization to the Secretary of State for filing. It
 22 shall not be necessary that the person or persons be members of the limited liability
 23 company.

24 (2) Unless a delayed effective date is specified, the existence of the limited liability
 25 company shall begin when the articles of organization are filed by the Secretary of
 26 State. If a delayed effective date is specified, the existence of the limited liability
 27 company shall begin when the articles of organization are effective as specified in

1 **Section 14 of this Act**~~[KRS 275.060]~~.

2 (3) The Secretary of State's filing of the articles of organization shall be conclusive
3 proof that the organizer or organizers satisfied all conditions precedent to
4 organization, except in a proceeding by the state to cancel or revoke the
5 organization or involuntarily dissolve the limited liability company.

6 ➔Section 142. KRS 275.035 is amended to read as follows:

7 (1) A limited liability company may restate its articles of organization by delivering to
8 the Secretary of State for filing articles of restatement setting forth the name of the
9 limited liability company and the text of the restated articles of organization
10 together with a certificate stating whether the restatement contains an amendment to
11 the articles of organization requiring member approval and, if it does, setting forth
12 the information required by KRS 275.030(4).

13 (2) Restated articles of organization shall supersede the original articles of organization
14 and all amendments to them when the restated articles of organization become
15 effective pursuant to **Section 14 of this Act**~~[KRS 275.060]~~.

16 (3) The Secretary of State may certify restated articles of organization as the articles of
17 organization currently in effect, without including the certificate information
18 required by subsection (1) of this section.

19 ➔Section 143. KRS 275.376 is amended to read as follows:

20 (1) A corporation may be converted to a limited liability company pursuant to this
21 section.

22 (2) The terms and conditions of the conversion of a corporation to a limited liability
23 company shall be set forth in a written plan of conversion and approved by the
24 board of directors and by the shareholders of the corporation.

25 (3) The plan of conversion shall set forth:

26 (a) The name of the corporation planning to convert;

27 (b) The terms and conditions of the conversion, including the articles of

1 organization and the written operating agreement, if any, of the limited
2 liability company into which the corporation will convert; and

3 (c) The manner and basis of converting the shares of the corporation into
4 membership interests, obligations, or other securities of the limited liability
5 company or into cash or other property in whole or part.

6 (4) The plan of conversion may set forth any other provision relating to the conversion.

7 (5) For a plan of conversion to be approved:

8 (a) The board of directors shall recommend the plan of conversion to the
9 shareholders, unless the board of directors determines that, because of conflict
10 of interest or other special circumstances, it should make no recommendation
11 and communicates the basis for its determination to the shareholders with a
12 plan; and

13 (b) The shareholders entitled to vote shall approve the plan.

14 (6) The board of directors may condition its submission of the proposed conversion on
15 any basis.

16 (7) The corporation shall notify each shareholder, whether or not entitled to vote, of the
17 proposed shareholders' meeting in accordance with KRS 271B.7-050. The notice
18 shall also state that the purpose, or one (1) of the purposes, of the meeting is to
19 consider the plan of conversion and contain or be accompanied by a copy or
20 summary of the plan.

21 (8) Unless KRS Chapter 271B, the articles of incorporation, or the board of directors
22 acting pursuant to subsection (6) of this section, require a greater vote or vote by
23 voting groups, the plan of conversion to be authorized shall be approved by each
24 voting group entitled to vote separately on the plan by a majority of all the votes
25 entitled to be cast on the plan by that voting group.

26 (9) Separate voting by voting groups shall be required on a plan of conversion if the
27 plan contains a provision that, if contained in a proposed amendment to the articles

of incorporation, would require action by one (1) or more separate voting groups on the proposed amendment under KRS 271B.10-040.

(10) After a conversion is authorized, and at any time before articles of organization are filed, the planned conversion may be abandoned subject to any contractual rights, without further shareholder action, in accordance with the procedure set forth in the plan of conversion or, if none is set forth, in the manner determined by the board of directors.

(11) After the conversion is approved, the corporation shall file articles of organization with the office of the Secretary of State that satisfy the requirements of KRS 275.025 and also include:

- (a) A statement that the corporation was converted to a limited liability company;
- (b) Its former name;
- (c) A statement that any assumed name held by the corporation has been canceled; and
- (d) The designation, number of outstanding shares, and number of votes to be cast by each voting group entitled to vote separately on the plan of conversion and either the total number of undisputed votes cast for the plan separately by each voting group or a statement that the number cast for the plan by each voting group was sufficient for approval by that voting group.

(12) The conversion shall take effect when the articles of organization are filed with the office of the Secretary of State or, subject to **Section 14 of this Act**~~[KRS 275.060]~~, at a later date specified in the articles of organization.

➔Section 144. KRS 275.285 is amended to read as follows:

A limited liability company shall be dissolved, and it shall commence to wind up its affairs upon the happening of the first to occur of the following:

- (1) The expiration of the term of the limited liability company set forth in the articles of organization, if any;

- 1 (2) Upon the occurrence of events specified in the articles of organization or a written
2 operating agreement;
- 3 (3) Unless otherwise set forth in the operating agreement, the written consent of all of
4 the members of a limited liability company;
- 5 (4) There are no remaining members, except that the limited liability company shall not
6 be dissolved and its affairs shall not be wound up when:
 - 7 (a) A member is admitted to the limited liability company in the manner provided
8 for in a written operating agreement, effective as of the occurrence of the
9 event that terminated the continued membership of the last remaining
10 member; or
 - 11 (b) Unless otherwise provided in a written operating agreement, within ninety
12 (90) days after the occurrence of the event that terminated the continued
13 membership of the last remaining member, the successor-in-interest of the last
14 remaining member agrees in writing to continue the limited liability company
15 and to the admission of the successor-in-interest of that member or its
16 designee to the limited liability company as a member, effective as of the
17 occurrence of the event that terminated the continued membership of the last
18 remaining member;
- 19 (5) Entry of a decree of judicial dissolution under KRS 275.290; or
- 20 (6) Filing of a certificate of dissolution by the Secretary of State under Section 36 of
21 this Act ~~[KRS 275.295]~~.
- 22 ➔Section 145. KRS 275.305 is amended to read as follows:
 - 23 (1) Except as provided in subsections (3) and (4) of this section, after dissolution of the
24 limited liability company, each member or manager having authority to wind up the
25 limited liability company's business and affairs may bind the limited liability
26 company:
 - 27 (a) By any act appropriate for winding up the limited liability company's affairs or

1 completing transactions unfinished at dissolution; and

2 (b) By any other act that would have bound the limited liability company if it had
3 not been dissolved, if the other party to the transaction did not have notice of
4 the dissolution.

5 (2) The filing of articles of dissolution pursuant to KRS 275.315, the entry of a decree
6 of dissolution pursuant to KRS 275.290, or the filing of a certificate of dissolution
7 pursuant to **Section 36 of this Act**~~[KRS 275.295]~~ shall be presumed to constitute
8 notice of dissolution for purposes of subsection (1)(b) of this section.

9 (3) An act of a member or manager which is not binding on the limited liability
10 company pursuant to subsection (1) of this section shall be binding if it is otherwise
11 authorized by the limited liability company.

12 (4) An act of a member or manager which would be binding under subsection (1) of
13 this section, or would be otherwise authorized but which is in contravention of a
14 restriction on authority, shall not bind the limited liability company to persons
15 having knowledge of the restriction.

16 ➔Section 146. KRS 275.325 is amended to read as follows:

17 (1) A dissolved limited liability company may publish notice of its dissolution pursuant
18 to this section.

19 (2) The notice shall:

20 (a) Be published once in a newspaper of general circulation in the county where
21 the limited liability company's principal office, or, if none in this state, its
22 registered office, is or was last located;

23 (b) Describe the information that must be included in a claim and provide a
24 mailing address where the claim may be sent; and

25 (c) State that a claim against the limited liability company will be barred unless a
26 proceeding to enforce the claim is commenced within two (2) years, or five (5)
27 years for a professional limited liability company, after the publication of the

1 notice.

2 (3) If the dissolved limited liability company publishes a newspaper notice in
 3 accordance with subsection (2) of this section and, if required, files articles of
 4 dissolution pursuant to KRS 275.315, the claim of each of the following claimants
 5 shall be barred unless the claimant commences a proceeding to enforce the claim
 6 against the limited liability company within two (2) years, or five (5) years for a
 7 professional limited liability company, after the later of publication date of the
 8 newspaper notice or the filing of the articles of dissolution pursuant to KRS
 9 275.315, the filing of a certificate of dissolution by the Secretary of State pursuant
 10 to Section 36 of this Act~~[KRS 275.295(2)(b)]~~, or the filing of a decree of judicial
 11 dissolution by the Secretary of State pursuant to KRS 275.290(2):

- 12 (a) A claimant who did not receive written notice under KRS 275.320;
- 13 (b) A claimant whose claim was timely sent to the limited liability company but
 14 not acted on;
- 15 (c) A claimant whose claim is contingent or based on an event occurring after the
 16 effective date of dissolution.

17 (4) A claim may be enforced under this section:

- 18 (a) Against the limited liability company, to the extent of its undistributed assets;
 19 or
- 20 (b) If the assets have been distributed in liquidation, against a member of the
 21 limited liability company to the extent of his pro rata share of the claim or the
 22 assets of the limited liability company distributed to him in liquidation,
 23 whichever is less, but a member's total liability for all claims under this
 24 section shall not exceed the total amount of assets, less liabilities assumed or
 25 taken subject to, distributed to him.

26 ➔Section 147. KRS 362.431 is amended to read as follows:

27 Upon the return by the Secretary of State pursuant to subsection (3) of Section 17 of this

~~Act~~[KRS 362.425] of a certificate, ~~marked "filed,"~~ the general partners shall deliver or mail a copy of the certificate of limited partnership and each certificate of amendment or certificate of cancellation to each limited partner unless the partnership agreement provides otherwise.

➔Section 148. KRS 362.155 is amended to read as follows:

In KRS 362.150 to 362.360:

- (1) "Court" includes every court and judge having jurisdiction in the case.
- (2) "Business" includes every trade, occupation, or profession.
- (3) "Person" includes individuals, partnerships, corporations, and other associations.
- (4) "Bankrupt" includes bankrupt under the Federal Bankruptcy Act or insolvent under any state insolvent act.
- (5) "Conveyance" includes every assignment, lease, mortgage, or encumbrance.
- (6) "Real property" includes land and any interest or estate in land.
- (7) "Registered limited liability partnership" includes a partnership formed pursuant to an agreement governed by the laws of this Commonwealth or a state or jurisdiction registered under KRS 362.555 and complying with Section 23 of this Act[KRS 362.565].

➔Section 149. KRS 362.2-206 is amended to read as follows:

- (1) Unless the Secretary of State determines that a record fails to comply with the filing requirements of this subchapter, and if all filing fees have been paid, then the Secretary of State shall file the record and:
 - (a) For a statement of dissociation, send:
 1. A copy of the filed statement to the person which the statement indicates has dissociated as a general partner; and
 2. A copy of the filed statement to the limited partnership;
 - (b) For a statement of withdrawal, send:
 1. A copy of the filed statement to the person on whose behalf the record

1 was filed; and

2 2. If the statement refers to an existing limited partnership, a copy of the
3 filed statement to the limited partnership; and

4 (c) For all other records, send a copy of the filed record to the person, or the duly
5 authorized representative thereof, on whose behalf the record was filed.

6 (2) Upon request and payment of a fee, the Secretary of State shall send to the requester
7 a certified copy of the requested record.

8 (3) Except as otherwise provided in Sections 16 and 30 of this Act ~~KRS 362.2-116 and~~
9 ~~362.2-207~~, a record delivered to the Secretary of State for filing under this
10 subchapter may specify an effective time and a delayed effective date.

11 ➔Section 150. KRS 362.2-1105 is amended to read as follows:

12 (1) An organization that has been converted pursuant to KRS 362.2-1101 to 362.2-1113
13 is for all purposes the same entity that existed before the conversion.

14 (2) When a conversion takes effect:

15 (a) All property and contract rights owned by, and all rights, privileges, and
16 immunities of, the converting partnership or limited partnership shall remain
17 vested in the converted partnership or limited partnership without assignment,
18 reversion, or impairment;

19 (b) All obligations of the converting partnership or limited partnership shall
20 continue as obligations of the converted partnership or limited partnership;

21 (c) An action or proceeding pending against the converting partnership or limited
22 partnership may be continued as if the conversion had not occurred, and the
23 name of the converted partnership or limited partnership may be substituted in
24 any pending action or proceeding for the name of the converting partnership
25 or limited partnership; and

26 (d) Any written partnership agreement of the converted partnership or limited
27 partnership shall be binding upon each person who becomes a partner in the

1 converted partnership or limited partnership.

2 (3) A converted organization that is a foreign entity consents to the jurisdiction of the
 3 courts of this Commonwealth to enforce any obligation owed by the converting
 4 limited partnership if, before the conversion, the converting limited partnership was
 5 subject to suit in this Commonwealth on that obligation. A converted organization
 6 that is a foreign entity and not authorized to transact business in this
 7 Commonwealth appoints the Secretary of State as its agent for service of process for
 8 purposes of enforcing an obligation under this subsection. Service on the Secretary
 9 of State under this subsection is made in the same manner and with the same
 10 consequences as in subsection (4) of Section 45 of this Act~~[KRS 362.2-117(3) or~~
 11 ~~(4)]~~.

12 (4) A person who becomes a general partner in a limited partnership that is not a
 13 limited liability limited partnership as a result of a conversion shall be personally
 14 liable as a general partner for only those obligations incurred by the limited
 15 partnership after the conversion takes effect.

16 ➔Section 151. The following KRS sections are repealed:

17 271B.1-210 Forms.

18 271B.1-230 Effective time and date of filing.

19 271B.1-240 Correcting filed documents.

20 271B.1-250 Filing duty of Secretary of State.

21 271B.1-260 Appeal from Secretary of State's refusal to file document.

22 271B.1-270 Evidentiary effect of filed document.

23 271B.1-280 Certificate of existence.

24 271B.4-020 Reserved name.

25 271B.4-030 Registered name.

26 271B.5-020 Change of registered office or registered agent.

27 271B.5-030 Resignation of registered agent.

- 1 271B.5-040 Service on corporation.
- 2 271B.14-200 Grounds for administrative dissolution.
- 3 271B.14-210 Procedure for and effect of administrative dissolution.
- 4 271B.14-220 Reinstatement following administrative dissolution or revocation under
- 5 prior law -- Exception -- Amendment to extend or delete period of duration.
- 6 271B.14-230 Appeal from denial of reinstatement.
- 7 271B.14-230 Appeal from denial of reinstatement.
- 8 271B.15-020 Consequences of transacting business without authority.
- 9 271B.15-030 Application for certificate of authority -- Requirement for agent's written
- 10 acceptance of appointment.
- 11 271B.15-040 Amended certificate of authority.
- 12 271B.15-050 Effect of certificate of authority.
- 13 271B.15-060 Corporate name of foreign corporation.
- 14 271B.15-070 Registered office and registered agent of foreign corporation --
- 15 Requirement for agent's written acceptance of appointment.
- 16 271B.15-080 Change of registered office or registered agent of foreign corporation.
- 17 271B.15-090 Resignation of registered agent of foreign corporation.
- 18 271B.15-100 Service on foreign corporation.
- 19 271B.15-200 Withdrawal of foreign corporation.
- 20 271B.15-300 Grounds for revocation.
- 21 271B.15-310 Procedure for an effective revocation.
- 22 271B.15-320 Appeal from revocation.
- 23 272.050 Limited use of word "cooperative."
- 24 273.178 Reserved name.
- 25 273.179 Registered name.
- 26 273.184 Change of registered office or registered agent.
- 27 273.1841 Resignation of registered agent.


- 1 273.185 Service on corporation.
- 2 273.2521 Forms.
- 3 273.2522 Effective time and date of document.
- 4 273.2523 Correcting filed document.
- 5 273.2524 Filing duty of Secretary of State.
- 6 273.2525 Appeal from Secretary of State's refusal to file document.
- 7 273.2526 Evidentiary effect of filed document.
- 8 273.2527 Certificate of existence.
- 9 273.2528 Penalty for signing false document.
- 10 273.318 Grounds for administrative dissolution.
- 11 273.3181 Procedure for and effect of administrative dissolution.
- 12 273.3182 Reinstatement following administrative dissolution or revocation under prior
- 13 law.
- 14 273.3183 Appeal from denial of reinstatement.
- 15 273.3611 Amended certificate of authority.
- 16 273.3612 Effect of certificate of authority.
- 17 273.363 Applicability of service and withdrawal provisions of KRS Chapter 271B.
- 18 273.364 Corporate name of foreign corporation.
- 19 273.3642 Change of registered office or registered agent of foreign corporation.
- 20 273.3643 Resignation of registered agent of foreign corporation.
- 21 273.3644 Service on foreign corporation.
- 22 273.3645 Withdrawal of a foreign corporation.
- 23 273.3646 Grounds for revocation of certificate of authority of foreign corporation.
- 24 273.3647 Procedure for an effective revocation of certificate of authority of foreign
- 25 corporation.
- 26 273.3648 Appeal from revocation.
- 27 273.369 Charges collected by Secretary of State.

- 1 274.077 Name of professional service corporation.
- 2 274.245 Admission of foreign professional service corporation.
- 3 274.250 Application of foreign professional service corporation for a certificate of
- 4 authority.
- 5 274.255 Revocation of certificate of authority.
- 6 275.050 Prescribed forms.
- 7 275.060 Effective date and time of document.
- 8 275.065 Articles of correction.
- 9 275.070 Duty of Secretary of State to file document -- Manner of filing -- Effect of filing
- 10 or refusal to file.
- 11 275.075 Appeal of refusal of Secretary of State to file document.
- 12 275.080 Effect of certificate of Secretary of State attached to copy of filed document.
- 13 275.085 Certificate of existence -- Certificate of authorization.
- 14 275.090 Prohibition against knowingly signing false document -- Penalty.
- 15 275.105 Reserved limited liability company name.
- 16 275.110 Registration of name of foreign limited liability company.
- 17 275.120 Change of registered office or registered agent.
- 18 275.125 Resignation of registered agent.
- 19 275.130 Service of process.
- 20 275.295 Administrative dissolution -- Reinstatement.
- 21 275.390 Certificate of authority required of foreign limited liability company for access
- 22 to courts -- Civil penalty for violation.
- 23 275.395 Application for certificate of authority for foreign limited liability company.
- 24 275.400 Amended certificate of authority for foreign limited liability company.
- 25 275.405 Effect of certificate of authority for foreign limited liability company.
- 26 275.410 Name used by foreign limited liability company.
- 27 275.420 Change of registered office or registered agent for foreign limited liability

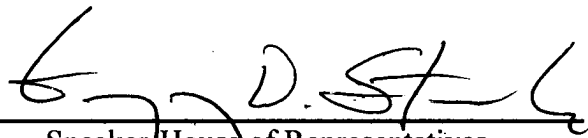
- 1 company.
- 2 275.425 Statement of resignation of registered agent of foreign limited liability
- 3 company.
- 4 275.430 Service of process on foreign limited liability company.
- 5 275.435 Certificate of withdrawal for foreign limited liability company.
- 6 275.440 Grounds for revocation of certificate of authority of foreign limited liability
- 7 company.
- 8 275.445 Notice of determination -- Revocation of certificate -- Effect of revocation.
- 9 275.450 Appeal of revocation.
- 10 279.060 Use of "Rural Electric Cooperative" in name limited.
- 11 362.405 Reservation of name.
- 12 362.425 Filing in office of Secretary of State.
- 13 362.565 Name of registered limited liability partnership.
- 14 362.1-111 Duty of Secretary of State to file document -- Manner of filing -- Effect of
- 15 filing or refusal to file.
- 16 362.1-112 Appeal of refusal of Secretary of State to file.
- 17 362.1-113 Effect of certificate of Secretary of State attached to copy of statement filed.
- 18 362.1-115 Reserved partnership name.
- 19 362.1-116 Registration of name of foreign partnership.
- 20 362.1-118 Change of registered office or registered agent.
- 21 362.1-119 Resignation of registered agent.
- 22 362.1-123 Revocation of a statement of foreign qualification.
- 23 362.1-1002 Name of limited liability partnership.
- 24 362.1-1101 Law governing foreign limited liability partnership.
- 25 362.1-1103 Effect of failure to qualify.
- 26 362.1-1104 Activities not constituting transacting business.
- 27 362.2-109 Reservation of name.

- 1 362.2-116 Resignation of agent for service of process.
- 2 362.2-117 Service of process.
- 3 362.2-119 Prescribed forms.
- 4 362.2-120 Effective time and date of document.
- 5 362.2-123 Registration of name of foreign limited partnership.
- 6 362.2-124 Duty of Secretary of State to file document -- Manner of filing -- Effect of
- 7 filing or refusal to file -- Appeal of refusal of Secretary of State to file document.
- 8 362.2-125 Effect of certificate of Secretary of State attached to copy of filed document.
- 9 362.2-207 Correcting filed record.
- 10 362.2-209 Certificate of existence or authorization.
- 11 362.2-809 Administrative dissolution.
- 12 362.2-810 Reinstatement following administrative dissolution.
- 13 362.2-811 Appeal from denial of reinstatement.
- 14 362.2-902 Application for certificate of authority.
- 15 362.2-903 Activities not constituting transacting business.
- 16 362.2-904 Filing of certificate of authority.
- 17 362.2-905 Noncomplying name of foreign limited partnership.
- 18 362.2-906 Revocation of certificate of authority.
- 19 362.2-907 Cancellation of certificate of authority -- Effect of failure to have certificate.
- 20 362.2-908 Changes and amendment to application for certificate of authority.
- 21 362.2-909 Cancellation of certificate of authority by foreign limited partnership.
- 22 386.386 Change of registered office or registered agent.
- 23 386.388 Resignation of registered agent.
- 24 386.432 Administrative dissolution -- Reinstatement.
- 25 386.441 Service of process.
- 26 386.4424 Certificate of authority required of foreign business trust for access to courts --
- 27 Civil penalty for violation.

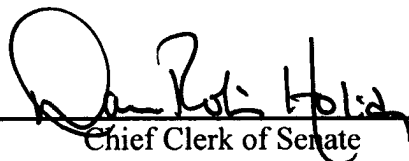
- 1 386.4426 Application for certificate of authority for foreign business trust.
- 2 386.4428 Amended certificate of authority for foreign business trust.
- 3 386.4430 Effect of certificate of authority for foreign business trust.
- 4 386.4432 Name used by foreign business trust.
- 5 386.4436 Change of registered office or registered agent for foreign business trust.
- 6 386.4438 Statement of resignation of registered agent of foreign business trust.
- 7 386.4440 Service of process on foreign business trust.
- 8 386.4442 Certificate of withdrawal of foreign business trust.
- 9 386.4444 Grounds for revocation of certificate of authority of foreign business trust.
- 10 386.4446 Notice of determination -- Revocation of certificate -- Effect of revocation.
- 11 386.4448 Appeal of revocation.
- 12 Section 6 of Senate Bill 150 of the 2010 Regular Session of the General Assembly.
- 13 ➔Section 152. This Act shall become effective on January 1, 2011.



President of Senate



Speaker, House of Representatives

Attest: 

Chief Clerk of Senate

Approved 

Governor

Date 

April 13, 2010